

## **The Board of Directors' of Smart Eye Aktiebolag (publ) proposal for adoption of 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 (item 13)**

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*The Board of Directors' of Smart Eye Aktiebolag (publ) (the “Company” or “Smart Eye”) proposal that the Annual General Meeting resolve on (13A.) 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 2026”), and (13B.) directed issue of warrants (Series 2026/2029) to the Company. The resolutions under 13A–13B below are conditional on each other and all decisions are therefore proposed to be adopted in one context.*

### **13A. Introduction of the Share Option Programme 2026**

#### *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 2026, 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. The Share Option Programme 2026 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 2026, 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 2026 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 680,000, whereby 557,000 shares shall be allotted to Participants and 123,000 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 June 2026 up to and including 15 June 2029 (“**Vesting Period**”).
3. Vesting of Rights will be made proportionately with one third (1/3) per year and requires that the Participant's employment remains as of 15 June 2027, 15 June 2028, and 15 June 2029, 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, partly or fully, of the performance criteria A-C below established by the Board of Directors ("**Performance Criterias**"). One third (1/3) of future allotment of Performance Shares is attributable to each of the Performance Criterias.

i) Performance Criteria A – the Company's total sales  
Performance Criteria A is based on the Company's total sales for the financial year 2028. Allotment of Performance Shares attributable to Performance Criteria A is subject to the Company's total sales for the financial year 2028 exceeding SEK nine hundred twenty five million (925,000,000) (the "**Start-Level Performance Criteria A**"). Allotment of Performance Shares attributable to Performance Criteria A is made linearly based on Start-Level Performance Criteria A and the level determined by the Board of Directors, in accordance with the authorization below, for full allotment of Performance Shares attributable to Performance Criteria A. No allotment of Performance Shares attributable to Performance Criteria A will take place unless the Company's total sales for the financial year 2028 exceed Start-level Performance Criteria A.

ii) Performance Criteria B - EBIT  
Performance Criteria B is based on the Company's EBIT in the annual accounts for 2028. Allotment of Performance Shares attributable to Performance Criteria B is conditional on the Company's EBIT in the annual accounts for 2028 exceeding nineteen percent (19%) ("**Start Level Performance Criteria B**"). Allotment of Performance Shares attributable to Performance Criteria B is made on a linear basis based on Start-Level Performance Criteria B and the level determined by the Board of Directors, in accordance with the authorization below, for full allotment of Performance Shares attributable to Performance Criteria B. No allotment of Performance Shares attributable to Performance Criteria B will take place unless the Company's EBIT in the annual financial statements for 2028 exceeds Start-level Performance Criteria B.

The Board of Directors is authorized to determine the detailed levels for allotment of Performance Shares for Performance Criteria A and Performance Criteria B, taking into account the Start Level Performance Criteria's A-B and within the framework of the terms and conditions of the Share Option Programme 2026.

iii) Performance Criteria C – ESG goal, safer road traffic  
Performance Criteria C is based on a target established by the Company that contributes to societal benefit by the Company's software for DMS (Driver Monitoring System) contributing to making road traffic safer. The Company's assessment is that Smart Eye's software for DMS contributes to reducing traffic accidents caused by fatigue, distraction and dangerous behavior in the vehicle. Performance Criteria C therefore means that if Smart Eye's software for DMS is installed in motor vehicles corresponding to a global market share of at least 40% of newly produced vehicles in 2028 (excluding vehicles for use in China) installed with camera-based DMS, the maximum allotment of Performance Shares attributable to Performance Criteria C will take place. No allotment of

Performance Shares attributable to Performance Criteria C will take place unless Performance Criteria C is met.

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 2026, 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. The Board of Directors shall be entitled to make adjustments to meet specific foreign regulations and/or market conditions, such as currency effects that impact the Smart Eye group. 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 2026 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 2026 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	20,000	20,000
Senior executives– category 2	13,200	105,600
Key individuals A – category 3	9,000	159,000
Key individuals B – category 4	3,500	126,000
Others – category 5	1,800	146,400

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

#### *Costs for the programme*

The Share Option Programme 2026 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 2026 are presumed to amount to approximately MSEK 19.6, excluding social security contributions, calculated in accordance with K3 and supported by the Monte Carlo valuation model on the basis of the following assumptions: (i) a closing price on Nasdaq First North Growth Market on 10 April 2026 corresponding to SEK 53.20, (ii) that Performance Criteria A is met at 71%, (iii) that Performance Criteria B is met at 61%, (iv) that Performance Criteria C is met, (v) a term of three years and (vi) an estimated annual employee turnover of 5 percent. Based on the same assumptions as above, and assuming social security contributions of approximately 22.1 percent and a share price increase of 50 per cent from the beginning of the Share Option Programme

2026 until Participants are allotted Performance Shares, the costs for social security contributions are estimated, which will be covered through hedging measures in the form of warrants, to amount to approximately MSEK 6.5. 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 2026 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 13(B) below are adopted, meaning that not more than 557,000 shares will be delivered to Participants in accordance with the Share Option Programme 2026, and that 123,000 shares will be used to cover any social security contributions resulting from the Share Option Programme 2026, the additional dilution effect will amount to a maximum of 1.7 per cent of the total number of shares in the Company per the day of the convening notice. If all incentive programmes that run concurrently with the Share Option Programme 2026, i.e. the Share Option Programmes 2024 and 2025, are included in the calculation the total dilution effect amounts to a maximum of 5.1 per cent of the total number of shares in the Company per the day of the convening notice.

The Share Option Programme 2026 is expected to have only a marginal impact on key performance indicators.

#### *Preparation of the proposal*

The Share Option Programme 2026 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 2025 and the main terms and conditions of the programmes are available on the Company's website, [www.smarteye.se](http://www.smarteye.se). Apart from the programmes now mentioned, there are no other share-based incentive programmes in Smart Eye.

### **Delivery of Performance Shares in accordance with the Share Option Programme 2026**

In order to be able to implement the Share Option Programme 2026 in a cost-effective and flexible manner, the Board of Directors has considered various methods to ensure delivery of Performance Shares. In doing so, the Board of Directors has found that the most cost-effective option, for the delivery of Performance Shares to participants and coverage of social security contributions, is to issue warrants. The Board of Directors therefore proposes that the Annual General Meeting, in accordance with item (13B.) below, resolves to issue a total of not more than 680,000 warrants to the Company with the right and obligation to manage the warrants in accordance with the Board's directives.

### **13B. Directed issue of warrants under the Share Option Programme 2026 to the Company and approval of subsequent transfer of warrants**

The Board of Directors proposes that the Annual General Meeting resolves to, with deviation from the shareholders' preferential rights, issue not more than 680,000 warrants, as a result of which the Company's share capital may increase by a maximum of SEK 68,000. 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 the 680,000 warrants shall, with deviation from the shareholders' preferential rights, only vest with the Company. The Company shall have the right to, in

connection with the end of the term 15 June 2029, transfer the warrants to participants or a financial intermediary for delivery of shares to participants and for coverage of social security contributions in connection with utilisation.

3. The warrants shall be issued free of charge.
4. The subscription for warrants shall be made no later than 15 June 2026 on a 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 June 2029 to and including 15 August 2029. The Board of Directors shall have the right to extend the subscription period, however, by a maximum of six months.
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. Shares which are issued following subscription shall entitle to dividend on the record date for dividends that falls immediately after the new shares have been entered in the Company's share register with Euroclear Sweden AB.

The warrants shall in all other respects be governed by the terms and conditions set forth in Appendix A. The subscription 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 2026 for employees within the Smart Eye group.

### **Majority requirements and special authorisations**

The Board of Directors' proposal for resolutions in accordance with 13A–13B above constitute a package, as the various proposals are dependent on and strongly linked to each other. Therefore, it is proposed that the Annual General Meeting make a single resolution in connection with the abovementioned proposals, in compliance with the majority requirement specified in Chapter 16, Section 8 of the Swedish Companies Act, meaning that the resolution shall be supported by shareholders representing at least nine tenths (9/10) of both the votes cast and the shares represented at the meeting.

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 2026 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 2026 as prompted by applicable foreign laws and regulations.

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Gothenburg in April 2026  
**Smart Eye Aktiebolag (publ)**  
*The Board of Directors*

## Appendix A

### **Terms and conditions for warrants series 2026/2029 regarding subscription of new shares in Smart Eye Aktiebolag (publ)**

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*[Term and conditions for warrants are attached separately]*