

*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 EXTRAORDINARY 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 an Extraordinary General Meeting to be held on Monday 29 June 2026 at 10.30 at the address, Masthammsgatan 3, floor 3, SE-413 27 Gothenburg. Registration starts at 10.00.

### **NOTIFICATION, ETC.**

#### **Participation in the General Meeting at the venue**

Shareholders who wish to participate in the Extraordinary General Meeting at the venue shall:

- *firstly*, be entered in the share register maintained by Euroclear Sweden AB no later than on Thursday 18 June 2026 (for nominee-registered shares, also see “*Nominee-registered shares*” below),
- *secondly*, notify the Company of their intention to participate at the General Meeting no later than on Tuesday 23 June 2026, by mail to Smart Eye Aktiebolag (publ), EGM June 2026, Att. Mats Benjaminsson, Masthammsgatan 3, floor 3, SE-413 27, Gothenburg, Sweden or by e-mail to [bolagsstamma@smarteye.se](mailto:bolagsstamma@smarteye.se).

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 General Meeting. See below for further information on processing of personal data.

Shareholders who intend 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 General Meeting. A proxy form is available on the Company’s website, [www.smarteye.se](http://www.smarteye.se).

#### **Participation by postal voting**

A shareholder who wishes to participate in the Extraordinary General Meeting by postal voting must:

- *firstly*, be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on Thursday, 18 June 2026 (for nominee-registered shares, see also “*Nominee-registered shares*” below),
- *secondly*, give notice no later than Tuesday, 23 June 2026, by casting its postal vote in accordance with the instructions below so that the postal vote is received by the Company no later than on that day.

A shareholder who wishes to participate in the Extraordinary 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 Extraordinary General Meeting at the venue*“ above. This means that a notification by postal vote is not sufficient for a person who wishes to participate at the venue.

A special form shall be used when postal voting. The postal voting form is available on the Company’s website [www.smarteye.se](http://www.smarteye.se). A completed and signed form may be submitted by post to Smart Eye Aktiebolag (publ), Extra Bolagsstämma juni 2026, Att. Mats Benjaminsson, Masthammsgatan 3, vån 3, 413 27 Göteborg or via e-mail to [bolagsstamma@smarteye.se](mailto:bolagsstamma@smarteye.se). The completed form shall be received by the Company not later than 23 June 2026. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (*i.e.*, the postal vote in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed to the postal voting form. A proxy form is available on the Company’s website [www.smarteye.se](http://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 General Meeting in person or through a proxy, the postal vote is still valid except to the extent the shareholder participates in a voting procedure at the General Meeting or otherwise withdraws its casted advance vote. If the shareholder chooses to participate in a voting at the General Meeting, the vote cast will replace the postal vote with regard to the relevant item on the agenda.

### **Nominee-registered shares**

To be entitled to participate in the Extraordinary 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 Thursday 18 June 2026. 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 23 June 2026 are taken into account when preparing the share register.

### **PROPOSED AGENDA**

1. Opening of the General Meeting.
2. Election of Chairman at the 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 General Meeting has been duly convened.
7. 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.
8. Closing of the General Meeting.

## THE BOARD OF DIRECTORS' PROPOSALS UNDER ITEM 7

### **Item 7 – 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' of Smart Eye Aktiebolag (publ) (the “Company” or “Smart Eye”) proposal that the General Meeting resolve on (7A.) 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 (7B.) directed issue of warrants (Series 2026/2029) to the Company. The resolutions under 7A–7B below are conditional on each other and all decisions are therefore proposed to be adopted in one context.*

#### **7A. 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 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 July 2026 up to and including 15 July 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 July 2027, 15 July 2028, and 15 July 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 34.4, 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 1 June 2026 corresponding to SEK 93.70, (ii) that Performance Criteria A is met at 70%, (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 11.4. 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 5.0 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 General Meeting, in accordance with item (7B.) 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.

## **7B. 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 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 July 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 July 2029 to and including 15 September 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 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.

### **Special authorisations**

The Board of Directors proposes that the 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 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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### **Special majority requirement**

For valid resolutions in accordance with item 7A–7B 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.

### **Shareholders' right to obtain information**

Shareholders are reminded of their right to, at the 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 [bolagsstamma@smarteye.se](mailto:bolagsstamma@smarteye.se) or by post to Smart Eye Aktiebolag (publ), EGM June 2026, Att. Mats Benjaminsson, Masthammsgatan 3, floor 3, SE-413 27 Gothenburg, Sweden.

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

The number of shares and votes in Smart Eye amounts to 39,198,762 per the day for the issuance of this notice. The Company does not hold any treasury shares.

### **Documentation**

Documentation for resolutions and documents according to the Companies Act will, no later than two weeks before the Extraordinary 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), Masthammsgatan 3, floor 3, SE-413 27 Gothenburg, Sweden and will be sent to those shareholders who so request and state their postal address or e-mail 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 June 2026  
**Smart Eye Aktiebolag (publ)**  
*The Board of Directors*