



January 24, 2024

Dear Fellow Shareholder:

We are pleased to invite you to attend the annual meeting of shareholders of Autoscope Technologies Corporation ("Autoscope") on Thursday, February 8, 2024 at 10:00 a.m., Central Time. This year's annual meeting will be a completely virtual meeting of shareholders, which will be conducted via the internet. You will be able to attend the meeting of shareholders online and listen and submit your questions during the meeting by visiting <https://agm.issuerdirect.com/aatc> and entering the 16-digit control number included in your Notice of Internet Availability of Proxy Materials and voting instruction form. Online access to the virtual meeting will open approximately 15 minutes prior to the start of the annual meeting. You also will be able to vote your shares electronically at the annual meeting. **You will not be able to attend the annual meeting of shareholders in person.**

At the annual meeting, you will be asked to vote for the election of Autoscope's Board of Directors and the ratification of the selection of Boulay PLLP as our independent public accounting firm for 2024. I encourage you to vote for each of the director nominees and for the ratification of the appointment of Boulay PLLP.

Under the OTCQX rules, we have elected to deliver our proxy materials to Autoscope's shareholders over the internet. This delivery process allows us to provide shareholders with the information they need while lowering the cost of delivery. We intend to make available to Autoscope's shareholders a Notice of Internet Availability of Proxy Materials on or about January 24, 2024 containing instructions on how to access our proxy statement and proxy for Autoscope's 2024 annual meeting of shareholders and our 2022 annual report to shareholders. The Notice of Internet Availability of Proxy Materials will also provide instructions on how to vote over the internet or by telephone and will include instructions on how to receive a paper copy of the proxy materials by mail.

We hope that you will be able to join us at the annual meeting. Whether or not you expect to attend the meeting, it is important that you cast your vote either by voting at the virtual 2024 annual meeting of shareholders or by proxy before the annual meeting. You may vote by attending the meeting virtually, by telephone, or over the internet or by mailing a completed proxy card if you elect to receive written proxy materials.

Very truly yours,

Autoscope Technologies Corporation

A handwritten signature in black ink, appearing to read 'Andrew T. Berger'.

Andrew T. Berger
Executive Chairman

Autoscope Technologies Corporation

**1115 Hennepin Avenue
Minneapolis, MN 55403**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON FEBRUARY 8, 2024**

TO THE SHAREHOLDERS OF AUTOSCOPE TECHNOLOGIES CORPORATION:

NOTICE IS HEREBY GIVEN that the annual meeting of shareholders of Autoscope Technologies Corporation ("Autoscope") will be held at 10:00 a.m., Central Time, on Tuesday, February 8, 2024, in a virtual-only format and not in person, for the following purposes:

1. To elect five directors to serve on Autoscope's Board of Directors.
2. To ratify the appointment of Boulay PLLP as our independent public accounting firm for the 2024 fiscal year.
3. To transact such other business as may properly come before the meeting.

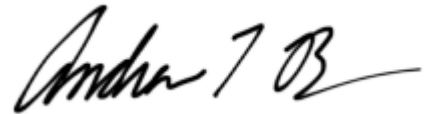
You may attend the meeting by visiting <https://agm.issuereirect.com/aatc> and entering the 16-digit control number included on your form of proxy. Online access to the virtual meeting will open approximately 15 minutes prior to the start of the annual meeting. To submit questions in advance of the annual meeting, please email Investorrelations@autoscope.com before 5:00 p.m., Central Time, on Wednesday, February 7, 2024. **You will not be able to attend the annual meeting of shareholders in person.**

If you have any questions about giving your proxy or require assistance, please call InvestorCom LLC at (877) 972-0090.

The Board of Directors has fixed the close of business on January 17, 2024 as the record date for the determination of shareholders entitled to notice of and to vote at the annual meeting.

We encourage you to take part in the affairs of our company either by attending the virtual annual meeting or by voting your proxy as promptly as possible. To ensure that your shares are represented, we request that you vote your proxy before the meeting whether or not you plan to attend the meeting.

BY ORDER OF THE BOARD OF DIRECTORS,



Andrew T. Berger
Executive Chairman

Dated: January 24, 2024

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE
ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON FEBRUARY 8, 2024**

This notice, the accompanying proxy statement and proxy and the Autoscope Technologies Corporation 2022 Annual Report to Shareholders are available at <https://www.autoscope.com/financial-information.html>. Additionally, shareholders may access these materials at the website indicated in the Notice of Internet Availability of Proxy Materials that you receive in connection with this notice and the accompanying proxy statement.

**PROXY STATEMENT
2024 ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON FEBRUARY 8, 2024**

The Board of Directors of Autoscope Technologies Corporation is soliciting proxies for use at the annual meeting of shareholders to be held on February 8, 2024 and at any adjournment of the meeting. This proxy statement and the proxy are being made available to shareholders on the internet or mailed to shareholders on or about January 24, 2024.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

What is the purpose of the meeting?

At the annual meeting, shareholders will act upon the matters described in the Notice of Annual Meeting of Shareholders. These consist of the election of directors and the ratification of the appointment of Boulay PLLP as our independent registered public accounting firm. Also, after the conclusion of the formal meeting, management will report on our performance during the last fiscal year and respond to questions from shareholders.

Who is entitled to vote at the meeting?

The Board of Directors has set January 17, 2024 as the record date for the annual meeting. If you were a shareholder of record at the close of business on January 17, 2024, you are entitled to notice of and to vote at the annual meeting.

As of the record date, 5,449,269 shares of common stock, par value \$.01 per share, were issued and outstanding and, therefore, eligible to vote at the annual meeting.

What are my voting rights?

Holders of Autoscope's common stock are entitled to one vote per share. Therefore, a total of 5,449,269 votes are entitled to be cast at the meeting. There is no cumulative voting for directors.

How many shares must be present to hold the meeting?

In accordance with Autoscope's bylaws, shares equal to at least a majority of the voting power of the outstanding shares of Autoscope's common stock as of the record date must be present at the meeting in order to hold the meeting and conduct business. This is called a quorum. Therefore, the holders of at least 2,724,635 shares constitute a quorum for the 2024 annual meeting. Shares are counted as present at the meeting if:

- you are present and vote them at the meeting; or
- you have properly submitted a proxy.

How do I vote my shares?

If you are a shareholder of record, you can give a proxy to be voted at the meeting by voting your proxy over the internet or by telephone or, if you elect by receive written proxy materials, by completing, signing and mailing the proxy card. If you properly vote and do not revoke your proxy, it will be voted in the manner you specify.

How do I access the proxy materials?

We are making proxy materials for the annual meeting available over the internet. Therefore, we are mailing to Autoscope's shareholders a Notice of Internet Availability of Proxy Materials instead of paper copies of the proxy materials. All shareholders receiving the Notice of Internet Availability of Proxy Materials will have the ability to access the proxy materials over the internet and to request to receive paper copies of the proxy materials by mail. Instructions on how to access the proxy materials over the internet or to request paper copies may be found on the Notice of Internet Availability of Proxy Materials. Autoscope's proxy materials may also be accessed on Autoscope's website at <https://www.autoscope.com/financial-information.html>.

Can I vote my shares in person at the meeting?

If you are a shareholder of record, you will have the opportunity to vote your shares at the virtual annual meeting of shareholders. Even if you currently plan to attend the virtual meeting, we recommend that you also submit your proxy as described above so that your vote will be counted if you later decide not to attend the meeting.

What vote is required for the election of directors or for a proposal to be approved?

In accordance with Minnesota law, if a quorum is present, the nominees for election as directors will be elected by a plurality of the votes cast at the annual meeting. This means that because shareholders will be electing five directors, the five nominees receiving the highest number of votes will be elected. The affirmative vote of a majority of the shares of Autoscope's common stock present in person or by proxy and entitled to vote at the annual meeting is required to approve proposal number 1 (provided that a quorum is present at the meeting).

How are votes counted?

You may either vote "FOR" or "WITHHOLD AUTHORITY" to vote for each nominee for the Board of Directors. You may vote "FOR," "AGAINST" or "ABSTAIN" on proposal number 2.

If you submit your proxy but abstain from voting or withhold authority to vote on one or more matters, your shares will be counted as present at the meeting for the purpose of determining a quorum. Your shares also will be counted as present at the meeting for the purpose of calculating the vote on the particular matter with respect to which you abstained from voting or withheld authority to vote.

If you withhold authority to vote for one or more of the directors, this has no effect on the election of those directors. If you abstain from voting on a proposal, your abstention has the same effect as a vote against that proposal.

If you hold your shares in "street name" and do not provide voting instructions to your broker, your shares will be considered to be "broker non-votes" and will not be voted on any proposal on which your broker does not have discretionary authority to vote. Shares that constitute broker non-votes will be counted as present at the meeting for the purpose of determining a quorum but will not be represented at the meeting for purposes of calculating the vote with respect to such matter or matters. This effectively reduces the number of shares needed to approve such matter or matters.

What is the difference between a "shareholder of record" and a shareholder who holds stock in "street name"?

If you hold Autoscope's shares directly in your name with Autoscope's transfer agent, Continental Stock Transfer & Trust Company, you are a "shareholder of record" (also known as a "registered shareholder"). The Notice of Internet Availability of Proxy Materials and, if you elect to receive written proxy materials, the Notice of Annual Meeting, Proxy Statement, 2022 Annual Report to Shareholders, and proxy card have been sent directly to you by us or Autoscope's representative.

If you own your shares indirectly through a broker, bank, or other financial institution, your shares are said to be held in “street name.” Technically, the bank or broker is the shareholder of record with respect to those shares. In this case, the Notice of Internet Availability of Proxy Materials and, if you elect to receive written proxy materials, the Notice of Annual Meeting of Shareholders, Proxy Statement, 2022 Annual Report to Shareholders, and a voting instruction form have been forwarded to you by your broker, bank or other financial institution or its designated representative. Through this process, your bank or broker collects the voting instructions from all of its customers who hold Autoscope's shares and then submits those votes to us.

How does the Board of Directors recommend that I vote?

The Board of Directors recommends a vote:

- **FOR** all of the nominees for director; and
- **FOR** the ratification of the appointment of Boulay PLLP as our independent registered public accounting firm for the 2024 fiscal year;

What if I do not specify how I want my shares voted?

If you vote your proxy and do not specify how you want to vote your shares, we will vote your shares:

- **FOR** all of the nominees for director;
- **FOR** the ratification of the appointment of Boulay PLLP as our independent registered public accounting firm for the 2024 fiscal year; and
- in the discretion of the persons named in the proxy on any other proposals that properly come before the meeting and as to which we did not receive notice within a reasonable time before the annual meeting of shareholders.

Can I change my vote after submitting my proxy or voting instructions?

Yes. You may revoke your proxy at any time before the proxy vote is cast at the annual meeting in any of the following ways:

- by giving written notice of revocation to Autoscope's Corporate Secretary (whose address is set forth below);
- by submitting a later-dated proxy; or by voting in person at the meeting.

Who pays for the cost of proxy preparation and solicitation?

We pay for the cost of proxy preparation and solicitation.

We are soliciting proxies by making Autoscope's proxy materials available over the internet and by providing paper copies of Autoscope's proxy materials to shareholders who request them. In addition, some of our officers, directors and regular employees may solicit proxies by telephone, letter, facsimile or personally. These individuals will receive no additional compensation for these services.

How can I communicate with the Board of Directors?

Shareholders may communicate with Autoscope's Board of Directors by sending a letter addressed to the Board of Directors or specified individual directors to:

The Office of the Corporate Secretary
Autoscope Technologies Corporation
1115 Hennepin Avenue
Minneapolis, MN 55403

Autoscope's Corporate Secretary will deliver such letters to a director that can address the matter or to a specified director if so addressed.

PROPOSAL 1 - ELECTION OF DIRECTORS

The business and affairs of Autoscope Technologies Corporation are managed under the direction of Autoscope's Board of Directors, which presently is comprised of five members. Each of Autoscope's directors is elected until the next annual meeting of shareholders and until the director's successor has been elected and qualifies to serve as a director or until the director's earlier removal, death or resignation. All of the nominees are currently members of the Board of Directors.

The Board of Directors recommends that you vote FOR election of the five nominated directors. Proxies will be voted FOR the election of the five nominees unless otherwise specified.

If for any reason any nominee shall be unavailable for election to the Board of Directors, the named proxies will vote for such other candidate or candidates as may be nominated by the Board of Directors. The Board of Directors has no reason to believe that any of the nominees will be unable to serve.

The nominees for election to Autoscope's Board of Directors provided the following information about themselves as of January 15, 2024.

Andrew T. Berger, age 51, has been a director of Autoscope and Image Sensing Systems, Inc., which is Autoscope's wholly-owned subsidiary ("ISNS"), since October 2015, Executive Chair of ISNS since June 2016, a director and Chief Executive Officer of Autoscope from April 2021 until November 2022, and the Executive Chair of Autoscope since March 10, 2022. Mr. Berger was appointed Chief Executive Officer of Tuesday Morning Corporation, an off-price retailer of home goods and décor, on November 4, 2022 and served in that role until May 12, 2023. In February 2023, Tuesday Morning Corporation filed for Chapter 11 protection under the federal bankruptcy laws. Mr. Berger is the Managing Member of AB Value Management LLC, which serves as the General Partner of AB Value Partners, LP. Mr. Berger has over two decades of experience in investment analysis, investment management, and business consulting. From 1998 through 2002, Mr. Berger served as Equity Analyst for Value Line, Inc. Since 2002, Mr. Berger has served as President of Walker's Manual, Inc., an investment publisher that he transformed into a business consulting company whose clients have included public and private companies. From 2017 through 2022, Mr. Berger served as the Chief Executive Officer of Cosi, a fast-casual restaurant chain that operates and franchises more than 25 domestic and international restaurants. In 2020, Cosi, Inc. filed for Chapter 11 protection under the federal bankruptcy laws, and it successfully emerged from the Chapter 11 in August 2022. From January 2020 through October 2021, Mr. Berger served on the board of directors of Rocky Mountain Chocolate Factory, Inc., (Nasdaq: RMCF), an international franchisor and confectionery manufacturer.

Mr. Berger is qualified to serve on Autoscope's Board due to his two decades of experience in investment analysis, investment management, and business consulting for both public and private companies.

James W. Bracke, age 76, has been a director of Autoscope since 2009. Mr. Bracke was Chairman of the Board from September 2011 until June 2016. He is member of the Audit, Compensation and the Nominating and Corporate Governance Committees. Mr. Bracke has also been a director of NVE Corporation, a leader in the practical commercialization of spintronics nanotechnology, since 2021. Mr. Bracke has been President of Boulder Creek Consulting, LLC, a business and technology consulting firm, since 2004. He was Vice President of Oral Health and EPIEN Medical Inc., a privately-held medical device company, from April 2014 to September 2018. Mr. Bracke was a director of Enventis Corporation, formerly known as Hickory Tech Corporation, a publicly-held company, from 2004 until it was acquired by Consolidated Communications Holdings, Inc. in October 2014. Mr. Bracke was also Managing Director of National Green Gas LLC, a medical waste-to-energy company, from 2009 to 2014.

Mr. Bracke is qualified to serve on our Board due to his management, technical and public company experiences, most significantly his 20 years as President and Chief Executive Officer of Lifecore Biomedical, Inc., a publicly-held medical device manufacturer, from 1983 to 2004.

Joseph P. Daly, age 62, has been a director since January 2019. Mr. Daly is the lead independent director of Autoscope and a member and the Chair of the Nominating and Corporate Governance Committee. Mr. Daly is the Chief Executive Officer of Essig Research, Inc., a global engineering services company specializing in the design and repair of large, infrastructure related equipment, which he founded in October 1993. Since January 2012, Mr. Daly has been a business and finance instructor at Northeastern University in Boston, Massachusetts. In October 2016, Mr. Daly acquired the product lifecycle management ("PLM") software assets of SofTech Inc. and formed Essig PLM, which offers PLM-related solutions to a broad, global client base. In September 2019, Mr. Daly acquired the assets of Performance Tool LLC to give Essig Research design/build capabilities. Mr. Daly was also a director from December 2013 through July 2016 and largest shareholder of Kreisler Manufacturing Inc., which was acquired by Arlington Capital Partners in July 2016. Mr. Daly received his BSME from Rensselaer Polytechnic Institute and his MBA/MSF from Northeastern University.

Mr. Daly is qualified to serve on our Board due to his extensive experience in senior positions in companies offering engineering services, software solutions, and manufacturing capabilities.

Ezekiel ("Zeke") J. Kruglick, age 50, has been a director since September 2021. Dr. Kruglick is a member the Audit Committee, a member of the Nominating and Corporate Governance Committee, and a member and the Chair of the Compensation Committee. Dr. Kruglick served on the Board of Directors of Cognitive Battery Systems from 2017 to 2022. Since January 2021, Dr. Kruglick has served as a Technical Advisor to the Board of PaperClip Inc., a leading supplier of enterprise cloud content management services that enable document management, communications, and data transcription focused on achieving "Straight Through Processing". Dr. Kruglick also served as Chief Executive Officer and Director of Ardent Research, a full-service research and development boutique firm specializing in technology development, from November 2009 to April 2021, resulting in a highly profitable sale of the assets. From July 2016 to January 2020, Dr. Kruglick served as a Technical Advisor to the Executive Chairman and Board of Directors of ISNS. Dr. Kruglick received his B.S. and M.S. in electrical engineering and computer science from the University of California, Los Angeles, and his Ph.D. in electrical engineering and computer science from the University of California, Berkeley.

Dr. Kruglick is qualified to serve on our Board due to his extensive experience in computer vision, computer architecture, and data processing, as well as his business experience.

Brian J. VanDerBosch, age 59, has been a director since June 2021. Mr. VanDerBosch is a member and Chair of the Audit Committee and a member of the Compensation Committee. Mr. VanDerBosch has been Executive Vice President of Proprietors Capital Holdings, LLC, an angel investing fund, since October 2019. He was Chief Financial Officer and Chief Operating Officer of Global Traffic Technologies, LLC, a developer and manufacturer of traffic signal priority control and traffic detection systems. He served in these capacities under private equity ownership from January 2008 to August 2016 when the business was sold to Fortive Corporation and remained with the business through April 2019. Mr. VanDerBosch was Chief Financial Officer of Lubrication Technologies, Inc., a provider of advanced lubrication and energy solutions, from

February 2001 through December 2007. Prior to 2001, he held various financial positions in publicly-traded and privately-held companies in diverse industries. Mr. VanDerBosch earned his Bachelor of Science degree in Accounting from the University of Minnesota and is a CPA (inactive).

Mr. VanDerBosch is qualified to serve on our Board due to his extensive experience in senior positions in companies offering traffic detection technologies and manufacturing capabilities.

Our executive officers and their biographical information as of January 15, 2024 are as follows:

Andrew (“Andy”) Markese, age 56, was appointed Interim Chief Executive Officer of Autoscope and President and Chief Executive Officer of ISNS, which is Autoscope’s wholly owned subsidiary, on December 15, 2023. Prior to his appointment as Interim Chief Executive Officer, Mr. Markese served as the Senior Vice President of Global Sales, Marketing and Product Management for Autoscope and ISNS (collectively, the “Company”), and, prior to that, was the Company’s Vice President of Global Sales and Marketing. Before joining the Company in 2018, Mr. Markese held leadership roles at Vnomics and Ultralife Corporation where he led multi-national teams and North American teams into government and defense programs and the commercial transportation market. Andy has more than 25 years of global sales leadership, marketing and product management experience in the software, power, and information services industry.

Lori M. Schug, age 50, was appointed as Chief Financial Officer and Corporate Secretary of Autoscope and ISNS on December 15, 2023. Prior to her appointment to Chief Financial Officer, Ms. Schug served as the Corporate Controller for the Company since November 2022. Prior to joining the Company, Ms. Schug performed various accounting and management roles as a consultant with Salo – A Korn Ferry Company, from August 2015 through November 2022. She served as the Corporate Controller for MakeMusic, Inc., from October 2007 through March 2015. Prior to 2007, Ms. Schug held management and accounting roles at Fargo Electronics, Inc., and NBI, Inc. She is a CPA (inactive) and earned a Bachelor of Business Administration in Accounting and Finance from the University of Wisconsin-Oshkosh.

Both Mr. Markese and Ms. Schug were appointed their roles upon the announcement of the retirement of Frank G. Hallowell. Mr. Hallowell had served as the Interim Chief Executive Officer of Autoscope since November 2022. He served as the Chief Financial Officer of Autoscope and as President and Chief Operating Officer of ISNS. On February 1, 2022, Mr. Hallowell was appointed President and Chief Operating Officer of ISNS. On April 29, 2021, Mr. Hallowell was appointed Chief Financial Officer of Autoscope. Mr. Hallowell joined ISNS and was appointed Chief Financial Office on April 29, 2019. Mr. Hallowell retired from the organization effective December 31, 2023.

CORPORATE GOVERNANCE

Our Boards of Directors and management are dedicated to exemplary corporate governance. In 2004, we adopted a Code of Ethics and Business Conduct. This Code is a statement of our high standards for ethical behavior and legal compliance, and it governs the manner in which we conduct our business. In addition, our directors, officers, employees, and their family members are subject to our Policy Against Insider Trading - Procedures and Guidelines Governing Insider Trading and Tipping. Copies of our Code of Ethics and Business Conduct and our Policy Against Insider Trading can be found on our website at www.autoscope.com by clicking on "Governance."

Board Composition and Meetings

Autoscope's Board of Directors has determined that, for 2024 and 2023, James W. Bracke, Joseph P. Daly, Ezekiel J. Kruglick, and Brian J. VanDerBosch are independent directors as defined under the OTCQX Rules for Public Companies. Each of the Committees of Autoscope's Board is composed of only independent directors. In making the independence determinations, Autoscope's Board of Directors reviewed all of Autoscope's directors' relationships with us based primarily on a review of the responses of the directors to questions regarding employment, business, familial, compensation and other relationships with us and our management.

We believe Autoscope's Board of Directors, taken as a whole, possesses an appropriate combination of skills and experiences. The majority of Autoscope's Board members have experience in operating and advising high-growth technology-based businesses. Individually, Autoscope's directors have varied experiences in small and large publicly-held companies in the operational areas of engineering, sales, marketing and finance.

Board Leadership Structure

Autoscope has separated the roles of Chief Executive Officer and Executive Chair of the Board of Directors. The Board believes that such a separation benefits Autoscope by enhancing the opportunities for checks and balances between Autoscope's strategies and its objectives and ensuring that a wider selection of alternative measures are considered.

Risk Oversight

Autoscope's Board of Directors, in conjunction with management, has identified and prioritized various enterprise risks, and each prioritized risk is assigned to a Board Committee or the full Board for oversight. For example, financial risks are overseen by the Audit Committee; compensation risks are overseen by the Compensation Committee; Chief Executive Officer succession planning is overseen by the Governance and Nominating Committee; and strategic, legal and compliance risks are typically overseen by the full Board. Management regularly reports on each such risk to the relevant Committee of the Board, and material risks identified by a relevant Committee are then presented to the full Board. Additional review or reporting on enterprise risks is conducted as needed or as requested by the Board or Committee. Coordination of management's review of risks is performed by the Chief Financial Officer, who reports to the Board of Directors.

Board Committees

Autoscope's Board of Directors conducts its business through meetings of the Board and the following three standing Committees: Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee. Each of these Committees has adopted and operates under a written charter. Copies of the charters are posted on Autoscope's website at <https://www.autoscope.com/corporategovernance.html>. The current membership of these Committees is described below.

Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Brian J. VanDerBosch (Chair)	Ezekiel J. Kruglick (Chair)	Joseph P. Daly (Chair)
James W. Bracke	James W. Bracke	James W. Bracke
Ezekiel J. Kruglick	Brian J. VanDerBosch	Ezekiel J. Kruglick

Audit Committee

The Audit Committee is responsible for the selection and compensation of the Company's independent public accounting firm, and it reviews with the independent registered public accounting firm the scope of the annual audit, matters of internal control and procedure and the adequacy thereof, the audit results and reports and other general matters relating to our accounts, records, controls and financial reporting. During 2023, the Audit Committee held five meetings.

Compensation Committee

The Compensation Committee reviews and recommends to the Board of Directors the compensation guidelines and stock award grants for executive officers and other key personnel. During 2023, the Compensation Committee held four meetings. The Committee's primary responsibilities include:

- annually reviewing and approving corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer and Chief Financial Officer, evaluating their performances in light of those goals and objectives, and subsequently determining their incentive compensation levels based on this evaluation and other factors deemed relevant and appropriate by the Committee;
- annually reviewing and determining for our Chief Executive Officer and Chief Financial Officer their annual base salary levels, annual incentive opportunity levels, employment agreements, severance arrangements and change of control agreements/provisions, and special or supplemental benefits, if any; and
- reviewing and making recommendations to the Board of Directors with respect to compensation programs and policies, including incentive compensation plans and equity-based plans and the compensation of members of the Company's Board of Directors.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee recommends director nominees to the Board and recommends policy guidelines on corporate governance issues. During 2023, the Nominating and Corporate Governance Committee held one meeting.

Board Nomination Process

The Nominating and Corporate Governance Committee determines the required selection criteria and qualifications of director nominees based upon our needs at the time nominees are considered. Directors should possess the highest personal and professional ethics, integrity and values and be committed to representing the long-term interests of Autoscope's shareholders. In evaluating a candidate for nomination as a director of Autoscope Technologies Corporation, the Nominating and Corporate Governance Committee considers criteria including business and financial expertise; where the director resides; experience as a director of a public company; diversity of background and experience on the Board; and general criteria such as ethical standards, independent thought, practical wisdom and mature judgment. The Nominating and Corporate Governance Committee will consider these criteria for nominees identified by the Nominating and Corporate Governance Committee, by shareholders, or through some other source. The Nominating and Corporate Governance Committee does not have a policy that specifically addresses diversity in its nominating process.

The Nominating and Corporate Governance Committee will consider qualified candidates for possible nomination that are submitted by Autoscope's shareholders. Shareholders wishing to make such a submission may do so by sending the following information to the Nominating and Corporate Governance Committee, c/o Corporate Secretary, at the address indicated on the Notice of Annual Meeting of Shareholders: (1) name of the candidate and a brief biographical sketch and resume; (2) contact information for the candidate and a document evidencing the candidate's willingness to serve as a director if elected; and (3) a signed statement as to the submitting shareholder's current status as a shareholder and the number of shares currently held.

The Nominating and Corporate Governance Committee conducts a process of making a preliminary assessment of each proposed nominee based upon the nominee's resume and biographical information, an indication of the nominee's willingness to serve and other background information. This information is evaluated against the criteria set forth above and

our specific needs at that time. Based upon a preliminary assessment of the candidate(s), those who appear best suited to meet our needs may be invited to participate in a series of interviews, which are used as a further means of evaluating potential candidates. On the basis of information learned during this process, the Nominating and Corporate Governance Committee determines which nominee(s) to recommend to the Board to submit for election at the next annual meeting. The Nominating and Corporate Governance Committee uses the same process for evaluating all nominees, regardless of the original source of the nomination.

No candidates for director nominations were submitted by any shareholder for consideration at the 2024 annual meeting.

Policy Regarding Attendance at Annual Meetings

We encourage, but do not require, Autoscope's Board members to attend the annual meeting of shareholders. At the Company's last annual meeting of shareholders held in 2022, all of our then elected directors attended the annual shareholders meeting.

PROPOSAL 2 - RATIFICATION OF APPOINTMENT OF OUR INDEPENDENT PUBLIC ACCOUNTING FIRM

Boulay PLLP audited our consolidated financial statements for the fiscal year ended December 31, 2022. The Audit Committee has appointed Boulay PLLP as our independent public accounting firm for the year ended December 31, 2023 and for the year ended December 31, 2024.

Although we are not required to do so, we are submitting the appointment of Boulay PLLP to serve as our independent public accounting firm for the fiscal year ended December 31, 2024 for ratification by Autoscope's shareholders in order to ascertain the views of Autoscope's shareholders on this appointment. If the appointment is not ratified, the Audit Committee will reconsider its selection going forward. A representative of Boulay PLLP is expected to be present at the 2024 annual meeting. The representative will have an opportunity to make a statement at the meeting and will be available to respond to appropriate questions from shareholders.

The Board of Directors recommends that you vote FOR ratification of the appointment of Boulay PLLP as our independent public accounting firm for the fiscal year ended December 31, 2024. Proxies will be voted FOR ratifying this appointment unless otherwise specified.

SHAREHOLDER PROPOSALS FOR THE 2024 ANNUAL MEETING

Any proposal by a shareholder to be included in our proxy statement for the 2024 annual meeting of shareholders must be received at our principal executive offices, 1115 Hennepin Ave, Minneapolis, Minnesota 55403, no later than February 7, 2024.

ANNUAL REPORT TO SHAREHOLDERS

We are including with this proxy statement our Annual Report to Shareholders for the year ended December 31, 2022, which includes our Annual Report for the year ended December 31, 2022, without certain exhibits. Shareholders may request a complete copy of our Annual Report for fiscal 2022 with all exhibits by writing to Autoscope Technologies Corporation, 1115 Hennepin Ave, Minneapolis, Minnesota 55403, Attention: Chief Financial Officer.

OTHER MATTERS

We know of no matters other than those that are described in this proxy statement to come before the 2024 annual meeting of shareholders. However, if any other matters are properly brought before the meeting, one or more persons named in the proxy or their substitutes will vote in accordance with their best judgment on such matters.



Andrew T. Berger
Executive Chairman

Dated: January 24, 2024