



March 13, 2026

Dear Fellow Shareholder:

We are pleased to invite you to attend the annual meeting of shareholders of Autoscope Technologies Corporation ("Autoscope," "we," or "us") on Thursday, April 16, 2026 at 10:00 a.m., Central Time (the "Annual Meeting"). The Annual Meeting will be a completely virtual meeting of shareholders, which will be conducted via the internet. You will be able to attend the Annual Meeting online and listen and submit your questions during the Annual Meeting by visiting <https://edge.media-server.com/mmc/go/AATC2026AGM> 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 room 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 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 2026, as described in detail in the attached proxy statement and Notice of Annual Meeting of Shareholders. 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 March 13, 2026 containing instructions on how to access our proxy statement and form of proxy for the Annual Meeting and our 2025 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 Annual Meeting, it is important that you read the proxy statement and execute and submit a valid proxy as soon as possible so that your shares can be voted at the Annual Meeting in accordance with your instructions and so that the presence of a quorum may be assured. You may vote by attending the Annual Meeting virtually, by telephone, over the internet or, if you elect to receive written proxy materials, by mailing a completed proxy card.

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**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON APRIL 16, 2026**

TO THE SHAREHOLDERS OF AUTOSCOPE TECHNOLOGIES CORPORATION:

NOTICE IS HEREBY GIVEN that the annual meeting of shareholders of Autoscope Technologies Corporation ("Autoscope," "we," or "us") will be held at 10:00 a.m., Central Time, on Thursday, April 16, 2026 (the "Annual Meeting"), 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 2026 fiscal year.
3. To transact such other business as may properly come before the Annual Meeting.

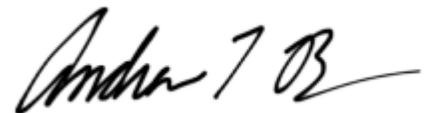
You may attend the Annual Meeting by visiting <https://edge.media-server.com/mmc/go/AATC2026AGM> and entering the 16-digit control number included on your form of proxy. Online access to the virtual meeting room will open approximately 15 minutes prior to the start of the Annual Meeting. To submit questions in advance of the Annual Meeting, please email them to [investorrelations@autoscope.com](mailto:investorrelations@autoscope.com) before 5:00 p.m., Central Time, on Wednesday, April 15, 2026. **You will not be able to attend the Annual Meeting in person.**

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

The Board of Directors of Autoscope has fixed the close of business on February 16, 2026 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 Annual Meeting virtually and by voting your proxy as promptly as possible. To ensure that your shares are represented, we request that you submit your proxy before the Annual Meeting whether or not you plan to attend.

BY ORDER OF THE BOARD OF DIRECTORS,



Andrew T. Berger  
*Executive Chairman*

Dated: March 13, 2026

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR THE  
ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 16, 2026**

This Notice of Annual Meeting of Shareholders (this “Notice”), the accompanying proxy statement and proxy, and the Autoscope Technologies Corporation 2025 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  
2026 ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON APRIL 16, 2026**

The Board of Directors (the “Board of Directors” or the “Board”) of Autoscope Technologies Corporation (“Autoscope”) is soliciting proxies for use at the annual meeting of shareholders to be held on April 16, 2026 (the “Annual Meeting”) and at any adjournment of such meeting. This proxy statement (this “Proxy Statement”) and the accompanying form of proxy (the “Proxy Card”) are first being made available to shareholders on the internet or mailed to shareholders on or about March 13, 2026.

**QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING**

**What is the purpose of the Annual Meeting?**

At the Annual Meeting, shareholders will act upon the matters described in this Proxy Statement and the accompanying Proxy Card and Notice of Annual Meeting of Shareholders (the “Notice”). These matters consist of the election of directors and the ratification of the appointment of Boulay PLLP as our independent registered public accounting firm for the current fiscal year. Also, after the conclusion of the formal portion of the Annual 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 Annual Meeting?**

The Board of Directors has set February 16, 2026 as the record date for the Annual Meeting (the “Record Date”). If you were a shareholder of record at the close of business on the Record Date, you are entitled to notice of and to vote at the Annual Meeting.

As of the Record Date, 5,505,422 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 5,505,422 votes are entitled to be cast at the Annual Meeting. There is no cumulative voting for directors.

**How many shares must be present at the Annual Meeting to hold the Annual 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 Annual Meeting in order to hold and conduct business at the Annual Meeting. This is called a quorum. Therefore, the holders of at least 2,752,712 shares constitute a quorum for the Annual Meeting. Shares are counted as present at the meeting if:

- you vote them at the Annual Meeting ; or
- you have properly submitted a proxy.

## **How do I vote my shares?**

If you were a shareholder of record as of the Record Date, you can give a proxy to be voted at the Annual Meeting by voting your proxy over the internet or by telephone or, if you elect to 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 at the Annual Meeting?**

If you are a shareholder of record, you will have the opportunity to vote your shares virtually at the Annual Meeting. Even if you currently plan to participate in the virtual meeting, we recommend that you also submit your proxy before the meeting as described above so that your vote will be counted if you later decide not to participate in the Annual 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 directors listed in Proposal 1 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 entitled to vote at the Annual Meeting is required to approve Proposal 2 and any other proposal properly coming before the Annual Meeting (provided that a quorum is present at the Annual Meeting).

## **How are votes counted?**

You may either vote "FOR" or "WITHHOLD AUTHORITY" to vote for each nominee for the Board of Directors in Proposal 1. You may vote "FOR," "AGAINST" or "ABSTAIN" on Proposal 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 Annual Meeting for the purpose of determining a quorum. Your shares also will be counted as present at the Annual 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 Annual Meeting for the purpose of determining a quorum but will not be represented at the Annual 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, Proxy Statement, 2025 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, Proxy Statement, 2025 Annual Report to Shareholders (the "Annual Report"), 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 in Proposal 1; and
- **FOR** the ratification of the appointment of Boulay PLLP as our independent registered public accounting firm for the 2026 fiscal year, as described in Proposal 2.

### **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 in Proposal 1;
- **FOR** the ratification of the appointment of Boulay PLLP as our independent registered public accounting firm for the 2026 fiscal year, as described in Proposal 2; and
- in the discretion of the persons designated as proxies in the Proxy Card on any other proposals that properly come before the Annual Meeting and as to which we did not receive notice within a reasonable time before the Annual Meeting.

### **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 at the Annual 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 the 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

Substantive communications will generally be forwarded to the Board or an individual director.

### **PROPOSAL 1 - ELECTION OF DIRECTORS**

The business and affairs of Autoscope are managed under the direction of the 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 five 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 the Board of Directors provided the following information about themselves as of the Record Date.

**Andrew T. Berger**, age 53, has been a director of Image Sensing Systems, Inc., which is Autoscope's wholly-owned subsidiary ("ISNS"), since October 2015, Executive Chair of ISNS since June 2016, a director of Autoscope since April 2021, and the Executive Chair of Autoscope since March 10, 2022. Additionally, Mr. Berger was the Chief Executive Officer of Autoscope from April 2021 until November 2022. Mr. Berger was appointed Chief Executive Officer of Tuesday Morning Corporation, an off-price retailer of home goods and décor, in November 2022 and served in that role until May 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, Inc., 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 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. In October 2024, Mr. Berger was appointed as a director of Table Trac Inc. (OTCQX: TBTC), a software company specializing in casino management systems.

Mr. Berger is qualified to serve on Autoscope's Board because he has more than two decades of experience in investment analysis, investment management, and business consulting and extensive experience in the management of both public and private companies.

**James W. Bracke**, age 78, has been a director of ISNS since 2009 and a director of Autoscope since April 2021. Mr. Bracke was Chairman of the Board of ISNS from September 2011 until June 2016. He is a member of the Audit, Compensation, Nominating and Corporate Governance and Technology Advisory 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 private business and technology consulting firm, since 2004. He was Vice President of Oral Health at 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, and, 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 64, has been a director of ISNS since January 2019 and a director of Autoscope since April 2021. Mr. Daly is a member and the Chair of the Nominating & Corporate Governance Committee and a member of the Technology Advisory 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, which is an affiliate of Essig PLM, design/build capabilities. Since February 2024, Mr. Daly has been a director and the largest shareholder of Butler National Corporation (OTCQX: BUKS), which operates in the Aerospace and Professional Services (Gaming) business segments. Mr. Daly was also a director from December 2013 through July 2016 and the largest shareholder of Kreisler Manufacturing Inc., which Arlington Capital Partners acquired 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 52, has been a director of Autoscope since September 2021. Dr. Kruglick is a member of the Audit Committee of the Board (the "Audit Committee"), a member of the Nominating & Corporate Governance Committee of the Board (the "Nominating & Corporate Governance Committee"), a member and the Chair of the Compensation Committee of the Board (the "Compensation Committee"), and a member and Chair of the Technology Advisory Committee of the Board (the "Technology Advisory 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 until the firm's highly profitable asset sale in April 2021. 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 61, has been a director of Autoscope since June 2021. Mr. VanDerBosch is a member and Chair of the Audit Committee, a member of the Compensation Committee, and a member of the Technology Advisory 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 the Record Date are as follows:

**Andrew (Andy) M. Markese**, age 58, has served as Chief Executive Officer of Autoscope since March 2026 and previously served as Interim Chief Executive Officer from December 2023 to March 2026. He has served as President and Chief Executive Officer of ISNS since December 2023. Previously, Mr. Markese served as Senior Vice President of Global Sales, Marketing and Product Management for Autoscope and ISNS (collectively, the “Company”), and, prior to that, as 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 multinational teams and North American teams supporting government and defense programs as well as the commercial transportation market. Mr. Markese brings more than 25 years of experience in global sales leadership, marketing and product management experience in the software, power, and information services industries.

**Lori M. Schug**, 52, has served as Chief Financial Officer and Corporate Secretary of Autoscope and ISNS since December 2023. Prior to her appointment to Chief Financial Officer and Secretary, 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 (now Salo - A Korn Ferry Company) from August 2015 through November 2022. She was the Corporate Controller for MakeMusic from October 2007 through May 2013 during which time the business was publicly-held. She continued to serve in this capacity after the business was acquired by private equity ownership in May 2013 and remained with the business through March 2015. Prior to 2007, Ms. Schug held management and accounting roles at Fargo Electronics, Inc. (later acquired by HID Global) 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.

## **CORPORATE GOVERNANCE**

Our Board of Directors and management are dedicated to exemplary corporate governance. In 2004, we adopted a Code of Ethics and Business Conduct (the “Code”). In 2025, the Code was updated and amended. The 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 The Autoscope Technologies Corporation Policy Against Insider Trading - Procedures and Guidelines Governing Insider Trading and Tipping (the “Insider Trading Policy”). Copies of the Code and the Insider Trading Policy can be found on our website at <https://www.autoscope.com/corporate-governance/governance-documents.html>.

### **Board Composition and Meetings**

The Board of Directors has determined that, for 2026, each of James W. Bracke, Joseph P. Daly, Ezekiel J. Kruglick, and Brian J. VanDerBosch is an “Independent Director,” as defined under the OTCQX Rules for Public Companies. Each of the committees of the Board is composed of only Independent Directors. In making the independence determinations, the 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 the Board of Directors, taken as a whole, possesses an appropriate combination of skills and experiences. The majority of 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. The Board also believes the separation of the two roles allows the Chief Executive Officer and his successor to focus sufficient time and energy on operating and managing the Company while leveraging the Executive Chair's experience and perspectives.

### **Risk Oversight**

The 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 Nominating & Corporate Governance Committee; technological risks are overseen by the Technology Advisory 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 management's review of risks to the Board of Directors.

### **Board Committees**

The Board of Directors conducts its business through meetings and written actions of the Board, its Technology Advisory Committee, and the following three standing committees of the Board: the Audit Committee, Compensation Committee, and Nominating & Corporate Governance Committee. Each of these committees has adopted and operates under a written charter, copies of which are posted on Autoscope's website at <https://www.autoscope.com/corporate-governance/committee-charters.html>. The current membership of each of these committees is described below.

<b>Audit Committee</b>	<b>Compensation Committee</b>	<b>Nominating &amp; Corporate Governance Committee</b>	<b>Technology Advisory Committee</b>
Brian J. VanDerBosch (Chair)	Ezekiel J. Kruglick (Chair)	Joseph P. Daly (Chair)	Ezekiel J. Kruglick (Chair)
James W. Bracke	James W. Bracke	James W. Bracke	James W. Bracke
Ezekiel J. Kruglick	Brian J. VanDerBosch	Ezekiel J. Kruglick	Brian J. VanDerBosch Joseph P. Daly

#### ***Audit Committee***

The Audit Committee is responsible for, among other duties, 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 related to Autoscope's internal control procedures and the adequacy thereof, the audit results and reports, and other general matters relating to our accounts, records, controls and financial reporting. During 2025, the Audit Committee held six meetings.

### ***Compensation Committee***

The Compensation Committee, among other responsibilities, reviews and makes recommendations to the Board of Directors regarding compensation for our directors and executive officers. During 2025, the Compensation Committee held three meetings. The Committee's primary responsibilities include:

- annually reviewing and recommending to the Board corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer, Chief Financial Officer, and other executive officers, 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, Chief Financial Officer, and other executive officers their annual base salary levels, annual incentive opportunity levels, employment agreements, severance arrangements and change of control agreements or 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 Board of Directors.

### ***Nominating & Corporate Governance Committee***

The Nominating & Corporate Governance Committee, among other responsibilities set forth in its charter, identifies and recommends director nominees to the Board and reviews and makes recommendations to the Board regarding corporate governance issues. During 2025, the Nominating & Corporate Governance Committee held three meetings.

### ***Technology Advisory Committee***

The Technology Advisory Committee is primarily responsible for providing technological oversight and strategic guidance to management and the Board. During 2025, the Technology Advisory Committee held three meetings.

### **Board Nomination Process**

The Nominating & 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, the Nominating & Corporate Governance Committee considers, among other criteria, a director-nominee's business and financial expertise, residency, 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 & Corporate Governance Committee will consider these criteria for nominees identified by the Nominating & Corporate Governance Committee, by shareholders, or through some other source. The Nominating & Corporate Governance Committee does not have a policy that specifically addresses diversity in its nominating process.

The Nominating & Corporate Governance Committee will consider qualified candidates for possible nominations 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 & Corporate Governance Committee, c/o Corporate Secretary, at the address indicated on the Notice: (1) name of the candidate and a brief biographical summary 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 & 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 & Corporate Governance Committee determines which nominee(s) to recommend to the Board to submit for election at the next annual meeting. The Nominating & 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 Annual Meeting.

### **Policy Regarding Attendance at Annual Meetings**

We encourage, but do not require, Autoscope's Board members to attend our annual meetings of shareholders. At Autoscope's last annual meeting of shareholders held in 2025, four of our directors virtually 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, 2025. The Audit Committee has appointed Boulay PLLP as our independent public accounting firm for the year ending December 31, 2026.

Although we are not required to do so, as we are submitting the appointment of Boulay PLLP to serve as our independent public accounting firm for the fiscal year ending December 31, 2026 for ratification by Autoscope's shareholders as a matter of good corporate practice and because the Audit Committee values the views of our shareholders on this appointment. If the appointment is not ratified, the Audit Committee may reconsider its selection going forward. Even if the selection is ratified, the Audit Committee, in its discretion, may select a different independent auditor at any time during the year if it determines that such a change would be in the best interests of Autoscope and its shareholders. A representative of Boulay PLLP is expected to be virtually present at the Annual Meeting. The representative will have an opportunity to make a statement at the Annual 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 ending December 31, 2026. Proxies will be voted FOR ratifying this appointment unless otherwise specified.**

### **SHAREHOLDER PROPOSALS FOR THE 2027 ANNUAL MEETING**

Any proposal by a shareholder to be included in our proxy statement for the 2027 annual meeting of shareholders must be received at our principal executive offices, 1115 Hennepin Ave, Minneapolis, Minnesota 55403, no later than January 22, 2027.

### **ANNUAL REPORT TO SHAREHOLDERS**

The Annual Report, which accompanies this Proxy Statement, is not incorporated into or otherwise form a part of this Proxy Statement and is not considered proxy soliciting material. Shareholders may request a complete copy of the Annual Report,

including all exhibits thereto, by writing to Autoscope Technologies Corporation, 1115 Hennepin Ave, Minneapolis, Minnesota 55403, Attention: Chief Financial Officer.

#### **OTHER MATTERS**

As of the date of this Proxy Statement, the Board is not aware of any matters other than those that are described in this Proxy Statement to be presented for consideration at the Annual Meeting. However, if any other matters are properly brought before the Annual Meeting, one or more persons named as proxies in the Proxy Card, or their substitutes, will vote in accordance with their best judgment on such matters.

A handwritten signature in black ink, appearing to read "Andrew T. Berger".

Andrew T. Berger  
Executive Chairman

Dated: March 13, 2026

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

**AUTOSCOPE  
TECHNOLOGIES  
CORPORATION**

**2026 Annual Meeting of  
Shareholders**

**April 16, 2026  
10:00 A.M. Central Time**

**This Proxy Is Solicited on Behalf  
of the Board of Directors**

**Please Be Sure to Mark, Sign, Date and Return Your Proxy Card  
in the Envelope Provided**

□ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED □

PROXY



**THE BOARD OF DIRECTORS RECOMMENDS YOU VOTE FOR EACH OF THE FOLLOWING DIRECTOR-NOMINEES:**

1. Election of Directors

- (1) Andrew T. Berger
- (2) James W. Bracke
- (3) Joseph P. Daly
- (4) Ezekiel J. Kruglick
- (5) Brian J. VanDerBosch

FOR all  
Nominees  
listed to  
the left\*

WITHHOLD AUTHORITY  
to vote (except as marked to  
the contrary for all nominees  
listed to the left)

\*A vote for any director-nominee shall constitute a vote to elect such director-nominee to hold office until the next annual meeting of shareholders and until a successor has been duly elected and qualified or until his earlier resignation or removal.

**(Instruction: To withhold authority to vote for any individual nominee, strike a line through that nominee's name in the list above)**

**THE BOARD OF DIRECTORS RECOMMENDS YOU VOTE FOR PROPOSAL 2.**

**NOTE: Transact such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.**

- 2. Ratify the appointment of Boulay PLLP as our independent registered public accounting firm for 2026.

FOR

AGAINST

ABSTAIN

**CONTROL NUMBER**

**Signature** \_\_\_\_\_ **Signature, if held jointly** \_\_\_\_\_ **Date** \_\_\_\_\_, 2026.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

# AUTOSCOPE TECHNOLOGIES CORPORATION

1115 Hennepin Avenue  
Minneapolis, MN 55403

Annual Meeting of Shareholders  
April 16, 2026 - 10:00 A.M. Central Time

Important Notice Regarding the Availability  
of Proxy Materials for the Annual Meeting:

The Notice of Annual Meeting, Proxy Statement,  
and Annual Report are available  
at <http://autoscope.com>.

□ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED □

## PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS  
**AUTOSCOPE TECHNOLOGIES CORPORATION**

The undersigned, having received the Notice of Annual Meeting of Shareholders and Proxy Statement, dated March 13, 2026, revoking any proxy previously given, hereby appoints Andrew M. Markese and Lori M. Schug as proxies (with the power to act alone and with the power of substitution and revocation) to represent the undersigned and to vote, as designated on the reverse side, all shares of common stock of Autoscope Technologies Corporation which the undersigned is entitled to vote at the Annual Meeting of Shareholders to be held at 10:00 a.m., Central Time, on Thursday, April 16, 2026 (the "Annual Meeting") at the place and in the manner specified in Notice of Annual Meeting of Shareholders and Proxy Statement dated March 13, 2026 and at any adjournment or postponement thereof. The undersigned hereby directs the proxies to vote on the matters set forth on the reverse side hereof, as specified by the undersigned, and to vote in accordance with his, her, its, or their judgment on any other matters which may properly come before the Annual Meeting.

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER(S). IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED "FOR" THE ELECTION OF EACH OF THE DIRECTOR-NOMINEES AND PROPOSAL 2.**

Address Changes/Comments: \_\_\_\_\_

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

**(Continued and to be marked, dated and signed, on the other side)**