

THE NOMINATION COMMITTEE'S PROPOSALS AND MOTIVATED OPINION AHEAD OF FINGERPRINT CARDS AB'S (PUBL) 2023 ANNUAL GENERAL MEETING

The Nomination Committee of Fingerprint Cards AB (publ) (the "**Company**"), which is comprised of Christian Lagerling (Chairman of the Board of Directors), Johan Carlström (shareholder), Helen Fasth Gillstedt (appointed by Handelsbanken Fonder) and Tony Turujlija (shareholder), has notified that it will present the following proposals at the Annual General Meeting ("**AGM**") in respect of items 2 and 11–15 of the proposed agenda included in the notice:

Item 2 – Election of Chairman for the Meeting

The Nomination Committee proposes that attorney-at-law Björn Kristiansson be appointed Chairman of the AGM.

Item 11 – Determination of the number of Board members and Auditors

The Nomination Committee proposes that the Board of Directors comprise of six (6) regular members and no deputy members. The Nomination Committee proposes that the number of auditors shall be one registered firm of accountants and one auditor with no deputy auditor.

Item 12 – Determination of remuneration of Board members

The Nomination Committee proposes that the fees paid to each member of the Board are not increased compared to the previous term. This means that the Nomination Committee proposes that the Board of Directors be paid fees totaling SEK 2,150,000, of which SEK 675,000 to the Chairman of the Board and SEK 295,000 to each other member of the Board.

Furthermore, fees for work on committees is proposed in an unchanged amount of SEK 450,000, to be distributed as follows.

Audit Committee: SEK 135,000 to the Chairman and SEK 70,000 to each other member.

Remuneration Committee: SEK 85,000 to the Chairman and SEK 45,000 to each other member.

Item 13 – Determination of remuneration of the Auditors

Remuneration of auditors is to be paid in accordance with approved invoices.

Item 14 – Election of Board members and Chairman of the Board

The Nomination Committee proposes re-election of Christian Lagerling, Alexander Kotsinas, Dimitrij Titov and Juan Vallejo and election of Mario Shiliashki and Adam Philpott as Board members. It is proposed that Christian Lagerling is re-elected as Chairman of the Board. Ted Elvhage has declined re-election as Board member.

Presentation of Mario Shiliashki (born 1974)

Occupation and other assignments

CEO at PayU Global Payments 2018-

Board member of Crown Agents Bank (London, UK), 2020-

Member of Advisory Board of Compound VC (New York, USA), 2011-

Education

Bachelor of Science degree in Finance & Economics (Hons) from Bryant University

MBA at Harvard Business School

Background

Financial Analyst at Goldman Sachs (New York, US), 1996-1999
 Consultant at Bain & Company (London, UK), 2001-2003
 Head of Financial Planning & Analysis Europe at PayPal (London, UK), 2003-2005
 Director International Financial Planning & Analysis at PayPal (San Jose, US), 2005-2007
 Managing Director & General Manager Asia at PayPal (Singapore), 2007-2010
 Senior Vice President Global Emerging Payments at Mastercard (New York, US), 2010-2015
 CEO EMEA at PayU (London, UK), 2015-2018
 Board member of Kreditech (Hamburg, Germany), 2017-2018

Mario Shiliashki is independent in relation to the Company and the executive management and independent in relation to the Company's major shareholders.

Own and related persons' holdings of shares and other financial instruments in the Company

None (0).

Presentation of Adam Philpott (born 1975)Occupation and other assignments

Chief Revenue Officer at Trellix, October 2022-

Education

Bachelor of Science degree in Marketing (Hons) from University of Derby

Background

Sales Manager at Ingram Micro (Australia) 1998-2002
 Account Manager at Cisco (Australia) 2002-2008
 Regional Manager at Cisco (Australia) 2008-2010
 Director Borderless Network Sales at Cisco (Singapore), 2010-2012
 Senior Director EMEAR Cyber Security at Cisco (UK), 2012-2017
 Vice President EMEA at McAfee (London, UK), 2017-2019
 Senior Vice President EMEA at McAfee (London, UK), 2019-2021
 Chief Revenue Officer at McAfee (London, UK), 2021-2022

Adam Philpott is independent in relation to the Company and the executive management and independent in relation to the Company's major shareholders.

Own and related persons' holdings of shares and other financial instruments in the Company

None (0).

Information on the Board members proposed for re-election can be found on the Company's website, www.fingerprints.com.

Item 15 – Election of Auditors

The Nomination Committee proposes that, in accordance with the Audit Committee's recommendation, the registered firm of accountants BDO Mälardalen AB, with the Authorized Public

Accountant Johan Pharmanson as Auditor-in-Charge, and the Authorized Public Accountant Carl-Johan Kjellman, BDO Mälardalen AB, are re-elected as auditors for a term of office of one year up until the end of the next AGM. Information about BDO Mälardalen AB, Johan Pharmanson and Carl-Johan Kjellman is available at www.bdo.se.

The Nomination Committee's motivated opinion regarding its proposal for the Board

In June 2022, Johan Carlström resigned from the Board of Directors and Dimitrij Titov was appointed as acting Chairman by the Board of Directors. By reason thereof, the Nomination Committee convened in July 2022 regarding the appointment of a new Chairman and a reduction of the number of members of the Board of Directors, whereafter the General Meeting on September 20, 2022, resolved on changes to the Board in accordance with the proposals by the Nomination Committee.

Description of the nomination committee's work ahead of the AGM

During the process of appointing the Nomination Committee, a lawyer retained by the Company, on behalf of the Chairman of the Board, has followed the applicable guidelines for the appointment of the members of the Nomination Committee and has thereby contacted the three largest shareholders in the Company in terms of votes.

Ahead of the 2023 AGM, the Nomination Committee has held eight formal meetings and in between held regular contacts concerning different issues of the Nomination Committee.

A board evaluation has been carried out by having members of the Board answer a number of questions about the Board's work. The answers were then compiled and reported by the Chairman of the Board and discussed by the Board. The Nomination Committee has thereafter in order to make correct assessments of the Board's composition, among other things, taken part of and, together with the Chairman of the Board, gone through the board evaluation and the Board's work as well as the Chairman of the Board's statement of the Company's operations, objectives and strategies.

The Nomination Committee is also of the opinion that it is important for the Board members to be able to devote the time and care required to fulfill their duties as Board members in the Company and therefore, the Nomination Committee has assessed the extent of the Board members' assignments outside the Company and the time required for these assignments.

The Nomination Committee has applied item 4.1 of the Swedish Corporate Governance Code as diversity policy and continuously strives to meet the requirements of the Code on versatility, breadth and gender balance of the Board. The Nomination Committee has in this respect made a choice between achieving a more equal gender balance and changing the composition of the Board in order to meet the strategic challenges of the Company going forward and has concluded that the internationalization of the Board combined with sector knowledge shall be prioritized (see more below). However, the Nomination Committee deems that the work towards a more even gender distribution needs to continue.

The Nomination Committee has also received the Audit Committee's recommendations on the election of auditor.

The Nomination Committee's assessments regarding the proposed composition of the Board

In order to assess the demands that will be placed on the Board with regards to the Company's operations, phase of development and other circumstances, the Nomination Committee has discussed the size and composition of the Board. In view of the well-functioning board, as well as the demands

on the Board going forward, the nomination committee considers that the Board going forward should consist of six (6) members.

The Nomination Committee has analyzed the competence and experience of the Board members as well as the gender balance, and compared this to the needs identified. The Nomination Committee considers that the proposed Board has the breadth and experience that the Company needs for the strategic challenges the Company faces. The Nomination Committee determines that the Board members proposed for re-election hold extensive experience from inter alia business, technology and financial markets, telecom and IT, the semiconductor industry, as well as in business law and corporate acquisitions. The Nomination Committee has further assessed that the proposed new Board members, through their background, will strengthen the international experience available in the Board which, in view of the Company's market being located outside of Sweden, is required to an even greater extent going forward. In addition, the proposed members bring deep sector expertise, experience and networks within fintech, payment solutions as well as information and cyber security.