

## Notice to attend the 2022 Annual General Meeting of Fingerprint Cards AB (publ)

The shareholders of Fingerprint Cards AB (publ), Corp. Reg. No. 556154-2381 (hereinafter referred to as the "Company"), are hereby invited to attend the Annual General Meeting ("AGM") to be held on Tuesday, May 24, 2022.

Due to the situation as a result of Covid-19 and in order to reduce the risk of spreading the coronavirus, the Meeting will be carried out through advance voting (postal voting) pursuant to temporary legislation. No meeting with the possibility to attend in person or to be represented by a proxy will take place, i.e. the Meeting will be held without physical presence.

### A. Right to participate at the Meeting

In order to participate in the AGM, a shareholder shall:

- a. be registered in the register of shareholders maintained by Euroclear Sweden AB as of Monday, May 16, 2022, and
- b. notify attendance at the AGM no later than Monday, May 23, 2022. The exercise of voting rights in accordance with the mail-in procedure will be considered as a notification from the shareholder to attend the meeting.

Shareholders whose shares are registered in the names of banks or other nominees must temporarily register the shares in their own name in order to be entitled to participate in the AGM via the mail-in process. As such registration must be in place as of Wednesday, May 18, 2022, shareholders must inform the nominee of the registration well in advance of that date.

### B. Overview of Mail-In Procedures for the AGM 2022

The Board of Directors of Fingerprint Cards AB has resolved that the shareholders may exercise their voting rights at the Annual General Meeting only via advance voting, so called postal voting, pursuant to Section 22 of the temporary act on general meetings (2022:121). Specifically, the following procedures will apply:

1. The AGM will take place on Tuesday, May 24, 2022. However, no shareholders, proxy holders or other external persons will be able to attend in person.
2. Shareholders will only be able to participate in the AGM by voting on the matters and the proposals on the meeting agenda and submitting questions to the Company in advance. See Section C, below, for more details on how.
3. The Agenda for the AGM is as set forth below in Section D below.
4. There will be no webcast in connection with the AGM. A press release will be issued following the AGM informing of those material items that are approved by the AGM as soon as the outcome of the mail-in voting procedure has been finally established. Details of the actual voting results will be included in the minutes of the meeting and will be published within two weeks thereafter.

## C. Process for Advanced Voting and Questions

A shareholder can exercise his/her/its shareholder's rights at the AGM by (A) voting in advance on the items on the agenda of the AGM, and (B) submitting questions to the Company in connection with the AGM. Any registered shareholder intending to participate in the AGM (via advanced voting or questions), must submit the following information in connection with their respective submissions:

- the shareholder's name,
- personal or organization number,
- postal address,
- email address, and
- telephone number.

The data received will be computerized and used solely for the purpose of the AGM 2022.

For shareholders wishing to participate through an authorized representative (i.e., where such authorized representative is the one submitting advanced voting or questions on behalf of such shareholder), the Company will provide power of attorney templates on the Company's website. Shareholders participating through an authorized representative must submit the power of attorney together with the voting form. If the shareholder is a legal entity, a copy of a registration certificate or a corresponding document for the legal entity shall be enclosed.

### **C1. Advance voting**

Advance voting will be available until Monday, May 23, 2022. A shareholder can vote in advance by any of the following methods:

1. Website Voting: Voting may be done electronically through signing with BankID on the Company's website <https://www.fingerprints.com/agm2022>;
2. Email Voting: Voting may be submitted by completing the advance voting form available on the Company's website <https://www.fingerprints.com/agm2022> and then emailing such form to the following email address [proxy@computershare.se](mailto:proxy@computershare.se), together with any power of attorney and/or other authorization documents (See Section C, above).
3. Regular Mail: Voting may be submitted by completing the advance voting form available on the Company's website <https://www.fingerprints.com/agm2022> and after completion sending a physical copy (i.e., printed out) of such form, together with any power of attorney and/or other authorization documents (See Section C, above) to the following address, Computershare AB, "Fingerprint Cards AGM 2022", Box 5267, 102 46 Stockholm, Sweden.

A shareholder cannot give any other instructions than selecting one of the options specified at each point in the advanced voting form. A vote (i.e. the postal voting in its entirety) is invalid if the shareholder has modified the form to provide specific instructions or conditions or if pre-printed text is amended or supplemented.

The advanced voting form, together with any enclosed power of attorney and other authorization documentation, must have been received by Fingerprint Cards no later than on Monday, May 23, 2022. If received later, the vote will be disregarded.

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For any questions regarding advance voting, please contact Computershare AB, ph.+46 771 24 64 00, between 9:00 a.m. and 4:00 p.m. (CET) weekdays.

## C2. Questions

Questions to the Company in connection with the AGM can be submitted to Fingerprint Cards up until Saturday, May 14, 2022. Shareholders wishing to pose questions may do so by any of the following methods:

1. Email: Questions may be submitted by emailing to the following email address:  
investrel@fingerprints.com
2. Regular Mail: Questions may be submitted by regular mail to the following address,  
Fingerprint Cards AB, "Fingerprint Cards AGM 2022", Kungsgatan 20, 411 19 Göteborg,  
Sweden.

The shareholder must include name of the shareholder, personal or organization number and postal address, for the question to be answered.

Questions submitted by shareholders must have been received by Fingerprint Cards no later than on Saturday, May 14, 2022, and will be responded to and published not later than on Thursday, May 19, 2022. The questions and responses will be available at the Company, Fingerprint Cards AB, Kungsgatan 20, 411 19 Göteborg, Sweden and on the Company's website, <https://www.fingerprints.com/agm2022>, and will be sent to the shareholder provided the shareholder's address is known by the Company or provided by the shareholder together with the question.

The Board of Directors and the CEO shall, upon request of a shareholder, and provided that the Board of Directors deems this can be done without causing significant harm to the Company, inform about circumstances which may affect the assessment of an item on the agenda, circumstances which may affect the assessment of the Company's or its subsidiaries' financial position or circumstances which may affect the Company's relationship to other group companies.

## D. Matters to be addressed at the Meeting

### Proposed agenda

- 1) Opening of the Meeting
- 2) Election of Chairman of the Meeting
- 3) Preparation and approval of the voting list
- 4) Approval of the agenda
- 5) Election of two persons to attest the minutes
- 6) Determination of whether the Meeting has been duly convened
- 7) Presentation of the submitted Annual Report and the Auditor's Report, and the Consolidated Financial Statements and the Auditor's Report on the Consolidated Financial Statements
- 8) Resolutions regarding:
  - a. adoption of the Income Statement and the Balance Sheet, and the Consolidated Income Statement and Consolidated Balance Sheet
  - b. appropriation of the Company's profit/loss according to the adopted Balance Sheet
  - c. discharge from liability of the Board of Directors and the President

- 9) Approval av the remuneration report
- 10) Determination of the number of Board members
- 11) Determination of remuneration of the Board of Directors
- 12) Determination of remuneration of the Auditors
- 13) Election of Board members and Chairman of the Board
- 14) Election of Auditors
- 15) Board of Directors' motion concerning authorization of the Board to decide on the repurchase and transfer of Class B treasury shares
- 16) Board of Directors' motion concerning authorization of the Board to decide on the issue of new shares with or without preferential rights for the shareholders
- 17) Board of Directors' motion concerning authorization of the Board to execute minor adjustments to resolutions passed at the AGM in conjunction with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.
- 18) Closing of the Meeting

Proposals for resolution, etc.

### Nomination Committee's proposals concerning items 2, 10 – 14 on the agenda

The Nomination Committee has been formed in accordance with the resolution passed by the 2021 AGM and comprises Dimitrij Titov (Chairman of the Nomination Committee), Johan Carlström, Helen Fasth Gillstedt and Erik Svenonius.

#### ***Item 2 – Election of Chairman for the Meeting***

The Nomination Committee proposes that attorney-at-law Björn Kristiansson be appointed Chairman of the AGM, or if he is unable to attend, any other person proposed by the Board of Directors.

#### ***Item 10 – Determination of the number of Board members***

The Nomination Committee proposes that the Board of Directors comprise of seven (7) regular members and no deputy members.

#### ***Item 11 – Determination of remuneration of Members of the Board***

The Nomination Committee proposes that the fees paid to each Member of the Board is increased with approximately 5.0% compared to the previous term. This means that the Nomination Committee proposes that the Board of Directors be paid fees totaling SEK 2,445,000, 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 amount of SEK 450,000, which is a combined increase of the fees for work on committees with approximately 7.0%, 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 12 – Determination of remuneration of the Auditors***

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

### ***Item 13 – Election of Board members and Chairman of the Board***

The Nomination Committee proposes re-election of Sofia Bertling, Johan Carlström, Ted Elvhage, Alexander Kotsinas, Tomas Mikaelsson, Dimitrij Titov and Juan Vallejo. It is proposed that Johan Carlström be elected as Chairman of the Board.

Information on the members proposed for re-election can be found on the Company's website, [www.fingerprints.com](http://www.fingerprints.com).

### ***Item 14 – Election of Auditors***

The Nomination Committee proposes that the Company have a registered firm of accountants as its auditor and that, in accordance with the Audit Committee's recommendation, the registered firm of accountants BDO Mälardalen AB be re-elected as auditor for a term of office of one year up until the end of the 2023 AGM. BDO Mälardalen AB has announced the intention that Authorized Public Accountant Johan Pharmanson be appointed Auditor-in-Charge. The Nomination Committee also supports that the Authorized Public Accountant Carl-Johan Kjellman, BDO Mälardalen AB, is elected as auditor, in accordance with the Audit Committee's recommendation, for a term of office of one year until the end of the 2023 AGM. Information about BDO Mälardalen AB, Johan Pharmanson and Carl-Johan Kjellman is available at <https://www.bdo.se/>.

## **Board of Directors' motions for resolutions concerning items 3, 5, 8b, 9, 15 and 16 on the agenda**

### ***Item 3 - Preparation and approval of the voting list***

The voting list that is proposed to be approved is the voting list that has been prepared by Computershare AB, based on the general meeting share register and votes received, checked by the persons verifying the minutes.

### ***Item 5 - Election of two persons to attest the minutes***

The Board of Directors proposes that two persons to verify the minutes be elected, and that Helen Fasth Gillstedt (representing Handelsbanken Fonder) and Patrik Jonsson (representing SEB Investment Management) are elected, or, if someone or both of them are unable to attend, any other person proposed by the Board of Directors

### ***Item 8 b – Appropriation of the Company's profits***

The Board of Directors proposes that the net profit for the year and retained earnings be appropriated in accordance with the motion in the Annual Report. The motion entails that no dividend will be paid.

***Item 9 – Approval of the remuneration report***

The Board of Directors proposes that the AGM resolves to approve the Board of Directors' report on remuneration pursuant to Chapter 8, Section 53a of the Swedish Companies Act.

***Item 15 – Board of Directors' motion concerning authorization of the Board to decide on the repurchase and transfer of Class B treasury shares***

The Board of Directors proposes that the AGM authorize the Board to repurchase, on one or several occasions up until the next AGM, as many Class B shares in the Company as may be purchased without the Company's holding at any time exceeding ten (10) per cent of the total number of outstanding shares in the Company. The acquisitions shall take place on Nasdaq Stockholm and only at a price per share within the share price interval registered at that time, which means the difference between the highest buying price and the lowest selling price. Payment for the shares shall be made in cash.

It is also proposed that the Board of Directors be authorized to resolve, on one or several occasions up until the next AGM, to transfer the Company's Class B shares, deviating from the shareholders' preferential rights. Transfers of Class B shares can take place on Nasdaq Stockholm. Transfer may also be made in other ways, against cash payment or against payment through set-off or contribution in kind, or otherwise with conditions. Transfers may be made of no more Class B shares than the number of such shares held by the Company at the time of the Board's decision regarding transfer. Transfers on Nasdaq Stockholm may only be carried out at a price per share within the share price interval registered at that time, which means the difference between the highest buying price and the lowest selling price. If transferred otherwise than on Nasdaq Stockholm, the share price shall be established so that it is not below market terms. However, a discount to the stock market price may apply, in line with market practice.

The purpose of the authorizations is to promote efficient capital usage in the Company and to create flexibility in the Company's ability to seize attractive business opportunities by wholly or partly financing acquisitions of companies or business operations through the transfer of own shares.

***Item 16 – Board of Directors' motion concerning authorization of the Board to decide on the issue of new shares with or without preferential rights for the shareholders***

- a) authorization of 20 per cent

The Board of Directors proposes that the AGM authorize the Board to resolve, on one or several occasions up until the next AGM, with or without deviation from the shareholders' preferential rights, on new issues of Class B shares, warrants and/or convertibles entitling to subscription of Class B shares, corresponding to no more than twenty (20) per cent of the total number of outstanding shares in the Company on the day of publication of this notice. The authorization shall also include a right to resolve on a new issue of shares, warrants and/or convertibles against payment through set-off or contribution in kind or otherwise with conditions in accordance with the Swedish Companies Act.

Issue of share against payment in cash or through set-off with deviation from the shareholders' preferential rights shall be carried out on market terms.

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The purpose of the proposal and the option to deviate from the shareholders' preferential rights is to provide flexibility in connection with possible raise(s) of capital or acquisitions of companies or business operations.

b) authorization of 10 per cent

In the event that the AGM does not approve the proposal for authorization of 20 percent under item a) above, the Board of Directors proposes that the AGM authorize the Board to resolve, on one or several occasions up until the next AGM, with or without deviation from the shareholders' preferential rights, on new issues of Class B shares, warrants and/or convertibles entitling to subscription of Class B shares, corresponding to no more than ten (10) per cent of the total number of outstanding shares in the Company on the day of publication of this notice. The authorization shall also include a right to resolve on a new issue of shares, warrants and/or convertibles against payment through set-off or contribution in kind or otherwise with conditions in accordance with the Swedish Companies Act.

Issue of share against payment in cash or through set-off with deviation from the shareholders' preferential rights shall be carried out on market terms.

The purpose of the proposal and the option to deviate from the shareholders' preferential rights is to provide flexibility in connection with possible raise(s) of capital or acquisitions of companies or business operations.

#### ***Item 17 – Minor adjustments***

The Board of Directors proposes that the AGM authorizes the Board, or such person appointed by the Board, to make minor adjustments to the resolutions passed at the AGM should they be required in conjunction with registration with the Swedish Companies Registration Office or Euroclear Sweden AB.

#### **E. Majority requirements, documentation and number of shares and votes**

A valid resolution pursuant to items 15 and 16 above requires the support of not less than two-thirds of both the votes cast and the number of shares represented at the AGM.

The financial statements, auditor's report, auditor's statement and other documentation will be available at the Company and on its website, [www.fingerprints.com](http://www.fingerprints.com), no later than three weeks prior to the AGM. These documents will also be sent to shareholders requesting such documentation and who have provided their postal address. The share register for the Meeting will be available at the Company. All documents, including the share register for the Meeting, will be presented by being available this way.

On the date of publication of this official notification, the total number of shares in the Company is 298,000,000 (6,000,000 A-shares and 292,000,000 B-shares). The total number of votes is 352,000,000. The Company holds 3,800,000 own B-shares.

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Gothenburg, April 2022  
Fingerprint Cards AB (publ)



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## Board of Directors