



Press release, Gothenburg
May 6, 2016

Annual General Meeting of Fingerprint Cards AB (publ) 2016

Adoption

The AGM of Fingerprint Cards AB (publ) held on May 4, 2016 adopted the financial statements submitted for 2015.

Dividend

The AGM resolved that no dividend be paid.

Discharge from liability

The AGM discharged the members of the Board and the President from personal liability for the 2015 fiscal year.

Resolution to amend the Articles of Association

The AGM resolved to amend the Articles of Association: The Board of Directors is to comprise four to ten members with a maximum of five alternates.

The meeting resolved to amend the Articles of Association: The share capital shall amount to not less than SEK 6,000,000 and not more than SEK 24,000,000. The number of shares shall not be fewer than 150,000,000 and not exceed 600,000,000.

The Company's shares may be issued in two classes, designated Class A carrying ten (10) votes per share and Class B carrying one (1) vote per share. Class A shares may be issued in a maximum number of 45,000,000 and Class B shares in a maximum number of 555,000,000.

Determination of the number of Board members

The AGM resolved that the Board of Directors comprise nine (9) regular members.

Election of Board members, Chairman of the Board and auditor

The AGM reelected Urban Fagerstedt, Lars Söderfjell, Carl-Johan von Plomgren, Jan Wäreby and Katarina Bonde and elected Peter Carlsson, Michael Hallén, Åsa Hedin and Tomas Mikaelsson as new Members of the Board. Jan Wäreby was elected as Chairman of the Board.

Alexander Kotsinas had declined reelection and Urban Fagerstedt had declined reelection as Chairman of the Board.

Board members are presented on the company's website: www.fingerprints.com

Of the Board members, Urban Fagerstedt and Lars Söderfjell are not independent in relation to the company's owners. Furthermore, Board member Tomas Mikaelsson is not independent in relation to the company.

KPMG was reelected to audit the company until the next annual general meeting in 2017. KPMG AB has appointed Johan Krantz, as auditor in charge.

Board fees

The AGM resolved to pay the Board of Directors fees totaling SEK 4,050,000, of which SEK 850,000 to the Chairman of the Board and SEK 400,000 to each other Board member.

Fees for work on committees will be payable in an amount of SEK 460,000, to be distributed as follows: Audit Committee: SEK 150,000 to the Chairman and SEK 75,000 to each other member.

Remuneration Committee: SEK 80,000 to the Chairman and SEK 40,000 to each other member.

If tax-related prerequisites for invoicing exist, and on condition that it is cost-neutral for the Company, the invoicing of director fees from the member's own company will be permissible. If a Board member invoices his/her director fee via a company, the fee will be increased by an amount corresponding to social security contributions and statutory VAT.



Election of members of the Nomination Committee

The AGM resolved that a new Nomination Committee should be appointed prior to the 2017 AGM by having the Chairman of the Board contact the largest shareholder in terms of the votes registered as owned or the largest shareholder in some other known manner as per September 1, 2016 and to urge this shareholder to appoint three members to the Nomination Committee. Thereafter, support for the proposal by the largest shareholder's in terms of voting rights concerning a new Nomination Committee is to be sought among the shareholders who are the second and the third largest in terms of owner-registered votes or in some other known manner as per September 1, 2016. If these have no objection, the proposal of the largest shareholder in terms of voting rights shall prevail. Should the three largest shareholders in terms of votes be unable to reach agreement on the composition of the Nomination Committee, they shall instead appoint one member each. The Nomination Committee will comprise the members appointed in the aforementioned manner. Should a shareholder who has appointed one of the members of the Nomination Committee cease to belong to the three largest shareholders in the Company in terms of voting power, or should a member of the Nomination Committee step down from the Committee prior to the 2017 AGM for some other reason, the members of the Nomination Committee in consultation with the three largest shareholders in terms of voting rights are to be entitled to appoint another representative of the three largest shareholders in terms of voting rights to replace such a member. The names of the members of the Nomination Committee and information on the person appointed Chairman of the Nomination Committee shall be announced no later than six months prior to the 2017 AGM. The Nomination Committee shall appoint from among its numbers a chairman, who may not be the Chairman of the Board.

The Nomination Committee is to draft proposals for resolution by the 2017 AGM concerning the Chairman of the Meeting, Members of the Board of Directors, Chairman of the Board, auditor, remuneration of Board members, remuneration of auditors and the Nomination Committee for the 2018 AGM.

Guidelines for remuneration of senior executives and guidelines for appointing the Nomination Committee

The AGM resolved that the Remuneration Committee, which is appointed from among Board members, is to prepare guidelines in respect of pay and other employment terms for the President and senior executives and present the Board with proposals in respect of these issues. The Board is to determine the salary and other remuneration payable to the President. The President is to determine the salary and other remuneration payable to other senior executives in accordance with the Board's guiding principles. The term "other senior executives" refers to the individuals who, in addition to the President, constitute Group Management. The basic remuneration levels are to be market-aligned. Remuneration comprises a fixed basic salary, variable remuneration calculated according to predetermined targets, other benefits, pension and financial instruments in the form of warrants. The distribution between fixed salary and variable remuneration is to be proportionate to the executive's responsibilities and authorities. The variable remuneration payable to the President and other senior executives may not exceed 100% of their fixed annual salary. Pensions are to be based on defined-contribution pension schemes. When served by the Company, the period of notice is not to exceed six months. During the period of notice of no longer than six months, full salary and employment benefits are payable. If employment is terminated by the Company, severance pay is payable in an amount corresponding to no more than 12 monthly salaries. Resolutions regarding share and share-price-based incentive programs are to be made by the AGM. The Board of Directors is to be entitled to disapply the guiding principles if, in an individual case, there are special reasons for doing so.

Resolution to implement a share split

The AGM resolved on a split of all of the Company's Class A and Class B shares, also known as a stock split, whereby one current share of Class B in the Company will be divided into five shares of the same class (a five-for-one share split). The AGM resolved to authorize the Board of Directors to determine the record date for the split; however, this date may not fall earlier than the date upon which the resolution has been registered with the Swedish Companies Registration Office. Following the share split, the total number of shares in the Company will amount to 322,695,675, of which the number of Class A shares



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will account for 6,000,000 and the number of Class B shares for 316,695,675. The share split means that the quotient value of the share will be changed from SEK 0.20 to SEK 0.04.

Buyback and transfer of Class B treasury shares

The AGM resolved to authorize the Board on one or several occasions during the period up to the next AGM to make decisions concerning the acquisition of a number of shares in the Company so that when they are aggregated the Company's holding at each point in time does not exceed 10% of all of the shares in the Company. The shares are to be acquired on a regulated market on which the shares in the Company are traded and may only be purchased at a price within the registered span of share prices at the particular time, by which is meant the span between the highest price paid and the lowest price asked. The AGM further resolved that the Board be authorized, disapplying the preferential rights of the shareholders, to make decisions on the transfer of the Company's treasury shares as a means of payment for acquisitions of companies or business combinations at a price corresponding to the stock-market price on the date of transfer. The authorization to transfer treasury shares is to be limited so that the Board of Directors will not be authorized to transfer more than 32,269,567 Class B shares, taking into account the stock split. The purpose of the authorizations is to provide the Board of Directors with increased latitude in its efforts to shape the Company's capital structure and to create flexibility in the Company's opportunities to complete acquisitions of companies or business combinations.

Authorization to resolve on the issue of new shares with preferential rights for shareholders

The AGM resolved to authorize the Board, on one or more occasions until the next AGM, subject to the limits stipulated by the Articles of Association, to make decisions on the issue of a total of not more than 25,000,000 shares, taking into account the stock split and the limits in the Articles of association, with preferential rights for the shareholders, in order to finance and ensure the continued expansion and development of the Company, its market and products.

For more information, please contact:

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About Fingerprint Cards AB (publ)

Fingerprint Cards AB (FPC) is a high tech, listed company that develops, produces and markets biometric technology that through the analysis and matching of an individual's unique fingerprint verifies the person's identity. A secure and convenient user experience is thus made possible, beyond keys and pins. The FPC technology offers world-class advantages, including unique image quality, extreme robustness, low power

consumption and complete biometric systems. With these advantages in combination with low production costs, the technology may be implemented in large volume products such as smartphones, tablets and biometric cards where demands for these properties are extremely high. FPC's technology is supported by user cases from a number of applications.

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