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## Notice to attend the 2023 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**” or the “**Meeting**”) to be held at 3:00 p.m. on Wednesday, May 24, 2023, in Celsiussalen, Citykonferensen, Malmskillnadsgatan 46, Stockholm, Sweden.

The Board of Directors has decided, pursuant to the Company’s articles of association, that shareholders shall also have the right to exercise their voting rights by postal voting. Shareholders may therefore choose to exercise their voting rights at the Meeting by attending in person, through a proxy or by postal voting.

### A. Right to participate in the Meeting

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

- a. be registered in the register of shareholders maintained by Euroclear Sweden AB as of Monday, May 15, 2023, and
- b. give notice of attendance at the Meeting to the Company in accordance with the instructions set out in the section “*B. Notice of attendance for participating in person or through a proxy*” no later than on Wednesday, May 17, 2023, or submit a postal vote in accordance with the instructions set out in the section “*C. Voting by post*” no later than on Wednesday, May 17, 2023.

To be entitled to participate in the Meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to providing notification of participation or submit a postal vote, register its shares in its own name so that the shareholder is recorded in the share register on Monday, May 15, 2023. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee’s procedures and such time in advance as the nominee determines. Voting right registrations completed not later than Wednesday, May 17, 2023, are taken into account when preparing the share register.

### B. Notice of attendance for participating in person or through a proxy

Shareholders who wish to participate in the Meeting in person or through a proxy must notify the Company of their intention to attend the Meeting no later than Wednesday, May 17, 2023, either via [www.fingerprints.com/agm2023](http://www.fingerprints.com/agm2023), by telephone +46 (0) 771-24 64 00, by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se) or by mail to: Computershare AB, "Fingerprint Cards AB AGM 2023", P.O. Box 5267, SE-102 46 Stockholm, Sweden.

On giving notice of attendance, shareholders must state their name, personal or corporate identity number, address, telephone number, e-mail address and details of their shareholdings and any attending advisors. A proxy form for shareholders wishing to participate via proxy will be available on the Company’s website, [www.fingerprints.com/agm2023](http://www.fingerprints.com/agm2023). Shareholders represented by proxy must issue a dated power of attorney authorizing the representation. If a power of attorney is issued by a legal entity, a certified copy of the registration certificate or the equivalent for the issuing legal entity must be appended. To facilitate the entrance, the power of attorney and registration certificate must

be sent by mail to the Company at the above-stated address in due time prior to the Meeting. A power of attorney must be presented in original. It is valid for no more than a year from issuance unless a longer period is stated in the power of attorney, however no more than five years from the issuance.

### C. Voting by post

Shareholders who wish to exercise their voting rights at the Meeting by postal voting shall use any of the methods listed below.

1. Website Voting: Voting may be submitted electronically through signing with BankID on the Company's website, [www.fingerprints.com/agm2023](http://www.fingerprints.com/agm2023).
2. E-mail Voting: Voting may be submitted by completing the voting form available on the Company's website, [www.fingerprints.com/agm2023](http://www.fingerprints.com/agm2023), and then e-mailing such form to the email address [proxy@computershare.se](mailto:proxy@computershare.se), together with any power of attorney and/or other authorization documents (see below).
3. Regular Mail: Voting may be submitted by completing the voting form available on the Company's website, [www.fingerprints.com/agm2023](http://www.fingerprints.com/agm2023), 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 below) to the following address: Computershare AB, "Fingerprint Cards AGM 2023", 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 voting form. A vote (i.e. the postal vote 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 voting form, together with any enclosed power of attorney and other authorization documentation, must have been received by Computershare AB no later than Wednesday, May 17, 2023. If received later, the vote will be disregarded.

Those who wish to withdraw a submitted postal vote and instead exercise their voting rights by participating in the Meeting in person or through a proxy must give notice thereof to the Meeting's secretariat prior to the opening of the Meeting.

If the shareholder votes by proxy, a power of attorney shall be enclosed with the voting form. A proxy form for shareholders wishing to participate via proxy will be available from the Company's website, [www.fingerprints.com/agm2023](http://www.fingerprints.com/agm2023). If a power of attorney is issued by a legal entity, a certified copy of the registration certificate or the equivalent for the issuing legal entity must be appended.

For any questions regarding postal voting, please contact Computershare AB, telephone +46 (0) 771 24 64 00, weekdays between 9:00 a.m. and 4:00 p.m. (CET).

## 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) The President's presentation
- 8) 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
- 9) 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
- 10) Approval of the remuneration report
- 11) Determination of the number of Board members and Auditors
- 12) Determination of remuneration of Board members
- 13) Determination of remuneration of the Auditors
- 14) Election of Board members and Chairman of the Board
- 15) Election of Auditors
- 16) Board of Directors' proposal regarding authorization of the Board to decide on the repurchase and transfer of Class B treasury shares
- 17) Board of Directors' proposal regarding 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
  - b) authorization of 10 per cent
- 18) Board of Directors' proposal regarding authorization of the Board to execute minor adjustments
- 19) Closing of the Meeting

### Proposals for resolution

#### Nomination Committee's proposals concerning items 2, 11 – 15 on the agenda

The Nomination Committee has been formed in accordance with the resolution passed by the 2022 AGM and comprises Christian Lagerling (Chairman of the Board of Directors), Johan Carlström (shareholder), Helen Fasth Gillstedt (appointed by Handelsbanken Fonder) and Tony Turujlija (shareholder).

#### ***Item 2 – Election of Chairman of 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.

Information on the members proposed for new election can be found in the Nomination Committee's proposals and motivated opinion which is available on the Company's website, [www.fingerprints.com/agm2023](http://www.fingerprints.com/agm2023). Information on the members proposed for re-election can be found in the corporate governance section on the Company's website, [www.fingerprints.com](http://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](http://www.bdo.se).

## **Board of Directors' proposals concerning items 9b, 10, 16 – 18 on the agenda**

### ***Item 9b – 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 proposal entails that no dividend will be paid.

***Item 10 – Approval of the remuneration report***

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

***Item 16 – Board of Directors' proposal regarding authorization of the Board to decide on the repurchase and transfer of Class B treasury shares***

The Board of Directors proposes that the Meeting authorizes 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 17 – Board of Directors' proposal regarding 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 Meeting authorizes 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.

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 Meeting does not approve the proposal for authorization of 20 per cent under item a) above, the Board of Directors proposes that the Meeting authorizes 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 18 – Board of Directors' proposal regarding authorization of the Board to execute minor adjustments***

The Board of Directors proposes that the Meeting 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

A valid resolution under items 16 and 17 above requires the support of not less than two-thirds of both the votes cast and the number of shares represented at the AGM.

F. Shareholders' right to request information

Shareholders are reminded of their right pursuant to Chapter 7, Section 32 of the Swedish Companies Act to request that the Board of Directors and CEO provide information at the AGM in respect of any circumstances which may affect the assessment of a matter on the agenda. The obligation to provide information also applies to the Company's relationship to other group companies. Information must be provided if possible to provide such information without significant harm to the Company.

## G. Documentation and number of shares and votes

Documentation will be available at the Company and on its website, [www.fingerprints.com/agm2023](http://www.fingerprints.com/agm2023), no later than three weeks prior to the Meeting. These documents will also be sent to shareholders requesting such documentation and who have provided their postal address.

On the date of publication of this official notification, the total number of shares in the Company is 424,492,719 (7,875,000 A-shares and 416,617,719 B-shares). The total number of votes is 495,367,719. The Company holds 3,800,000 own B-shares.

## H. Processing of personal data

For information on how personal data is processed in connection with the Meeting, see the privacy notices of Euroclear Sweden AB and Computershare AB available on their respective websites, [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf) and [www.computershare.com/se/gm-gdpr](http://www.computershare.com/se/gm-gdpr).

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Gothenburg, April 2023  
**Fingerprint Cards AB (publ)**  
*Board of Directors*