



**THE NOMINATION COMMITTEE'S PROPOSAL TO  
THE ANNUAL GENERAL MEETING IN IDEX BIOMETRICS ASA  
(THE "COMPANY" OR "IDEX")  
ON 21 MAY 2025 ("AGM")**

**The work of the Nomination Committee**

The nomination committee was elected at the Annual General Meeting on 16 May 2024 and is comprised of Robert N. Keith (Chair), Håvard Nilsson and Harald Voigt.

In addition to communicating with each other, the Nomination Committee has been in contact with the Company's management, the Chair of the board, board members and some of the larger shareholders in the Company. Information obtained from these contacts has formed the basis for the proposals set out herein.

IDEX initiated a restructuring of its organization in 2024 to align with the business opportunity and reduce costs. The Company is consolidating development and business operations to be primarily in the UK and the EU/EEA. During 2025, the restructuring continued whereby further cost reductions have been implemented, and the commercial strategy has been revisited and changed with a new management in place.

**Agenda item 10: Remuneration to the members of the Board**

**7.1 Board Remuneration**

The Nomination Committee proposes board remuneration at the same level as in recent years. However, given the reduced size of the board to only 3 board members, the Nomination Committee proposes no extra fees for committee work as the previous committees now are an integral part of the work by the whole board.

The Nomination Committee proposes that the following resolution is passed by the AGM on 21 May 2025:

*The annual board remuneration is NOK 425,000 per board member for the period from the date of the 2024 Annual General Meeting until the date of the 2025 Annual General Meeting. The chair of the board receives an additional amount of NOK 175,000.*

*In addition, the Company will refund relevant expenses that the members of the board may have incurred in connection with the exercise of board functions.*

**7.2 Authorization to Board members to receive remuneration in shares in lieu of cash**

As the Company sees benefits in restraining the outflow of liquidity and the Board members have indicated their interest in receiving shares in the Company, the Nomination Committee proposes that the Board members, as an alternative to a cash payment, may elect to receive all or part of the remuneration in the form of shares in the Company. The number of shares to which the Board members would be entitled is proposed to be calculated as follows:

The Board member shall be entitled to subscribe for a value of shares (based on the average closing price of the Company's shares, as reported by Oslo Børs, over the ten trading days prior to the date of the Annual General Meeting in 2025) of 133 per cent of the NOK amount granted as board remuneration; provided, however, that the Board member must pay a subscription price per share equal to the par value of the share, being NOK 0.01 per share.

The full proposal is set out below and is in line with the Board's proposal from previous Annual General Meetings.

*The Nomination Committee proposes the following resolution by the Annual General Meeting: The Board members may elect to receive all or part of the board remuneration in the form of shares in the Company. The number of shares to which the Board members would be entitled shall be calculated as follows: The Board member shall be entitled to subscribe for shares having a total market value (based on the average closing price of the Company's shares, as reported by Oslo Børs, over the ten trading days prior to the Annual General Meeting in 2025) of 133 percent of the NOK amount granted as board remuneration; provided, however, that the Board member must pay a subscription price per share equal to the par value of the share, being NOK 0.01. To the extent a Board member wishes to receive board remuneration in the form of shares, the Board member must notify the Company and subscribe for the shares before the start of trading on Oslo Børs on the trading day immediately subsequent to the date of the Annual General Meeting in 2025. Payment of the subscription price shall be made no later than 25 June 2024.*



*In order to facilitate the foregoing, the Board is authorized to accomplish one or more share capital increases with a maximum of NOK 1,000,000 for the purpose of issuing shares to those Board members who elect to receive shares as opposed to cash on the aforesaid terms, and to amend the Company's Articles of Association accordingly. The authorization does not comprise share capital increases in connection with mergers, cf. Section 13-5 of the PLCA. Existing shareholders are waiving their pre-emptive right to subscribe for shares according to the PLCA in the event of a share capital extension as authorized herein. The new shares, which may be subscribed for according to this resolution, shall have rights to dividends declared subsequent to the subscriber having paid the subscription price and the associated share capital increase having been registered in the Register of Business Enterprises. This Board authorization expires on 30 June 2025.*

#### **Agenda item 8: Election of board members**

The current board members are presented in the 2024 annual report. All board members were elected for a 2-year term at the 2023 AGM.

After implementing the new strategy in IDEX in 2024, the board was reduced to only three board members at the annual general meeting in 2024. The further cost reductions and necessary changes to the commercial strategy have been implemented during 2025. These processes are still under implementation and the Nomination Committee has after consultation with shareholders and the new management decided to propose that the existing board should continue for a new election period of two years. The Nomination Committee will assess whether to propose an expansion of the board when the new strategy is fully implemented.

The Nomination Committee therefore proposes that Morten Opstad, Annika Olsson and Adriana Saitta, all current board members and European residents and nationals, form the new board of directors, with Morten Opstad serving as the Chair. The proposal is that they continue for a new term of two years.

The Nomination Committee proposes that the following resolution is approved relating to the election of board members:

*Mr. Morten Opstad is elected for a new two-year term in the capacity as Chair, and Ms. Annika Olsson and Ms. Adriana Saitta are also elected for a new two-year term as board members.*

#### **Agenda Item 9: Remuneration of the Nomination Committee**

The Nomination Committee proposes that:

*Remuneration to the Nomination Committee's members is NOK 25,000 for the Chair of the committee and NOK 15,000 for each of the other members for the period from the 2024 Annual General Meeting to the 2025 Annual General Meeting.*

#### **Agenda item 10: Election of the Nomination Committee**

The Nomination Committee is of the opinion that the current committee is of a reasonable size.

The Nomination Committee's chair, Mr. Robert N. Keith, and member Mr. Harald Voigt were elected for a 2-year term at the 2023 AGM and, consequently, are now standing for election. Mr. Robert N. Keith is willing to continue to serve for a new two-year period. Mr Harald Voigt is willing to continue to serve for a new one-year term. Member of the Nomination Committee, Mr. Håvard Nilsson, was elected for a two-year term at the annual general meeting in 2024. The Nomination Committee emphasizes that the composition of the Nomination Committee should be subject to review each year, regardless of the term of election.

The Nomination Committee proposes that:

*Mr. Håvard Nilsson will continue for the second year of his term at the Nomination Committee. Mr. Robert N. Keith, chair of the Nomination Committee, is elected as chair of the Nomination Committee for a new period of two years. Mr. Harald Voigt is elected as a member of the Nomination Committee for a one-year term.*

20 May 2025

*The Nomination Committee in IDEX Biometrics ASA*

Robert N. Keith  
Chair

Håvard Nilsson

Harald Voigt