



**THE NOMINATION COMMITTEE'S PROPOSAL TO
THE ANNUAL GENERAL MEETING IN IDEX BIOMETRICS ASA
(THE "COMPANY" OR "IDEX")
ON 16 MAY 2024**

The work of the Nomination Committee

The nomination committee was elected at the Annual General Meeting ("AGM") on 23 May 2023 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 largest shareholders in the Company. Information obtained from these contacts has formed the basis for the proposals set out herein.

IDEX has initiated a restructuring of its organization 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.

Agenda item 10: Remuneration to the members of the Board

10.1 Board Remuneration

The Nomination Committee proposes board remuneration at the same level as in recent years. However, given the delisting from Nasdaq Capital Market in August 2023, the Nomination Committee proposes that the fees for serving on committees are reduced by about 50% from the level during the time the Company was listed on Nasdaq.

The Nomination Committee proposes that the following resolution is passed by the AGM on 16 May 2024:

The annual board remuneration is NOK 425,000 per board member for the period from the date of the 2023 Annual General Meeting until the date of the 2024 Annual General Meeting. The chair of the board receives an additional amount of NOK 85,000. Each of the compensation committee members (not including the chair of the committee) receives NOK 40,000 and the chair of the compensation committee receives NOK 60,000. Each of the audit committee members (not including the chair of the committee) receives NOK 50,000 and the chair of the audit committee receives NOK 90,000.

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.

10.2 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 2024) 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 0.15 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 2024) 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 0.15. 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 2024. Payment of the subscription price shall be made no later than 15 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 event of a share capital extension as authorized herein. The new shares, which may be subscribed for according to this resolution, shall have right 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 15 June 2024.

Agenda item 11: Election of board members

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

However, aligned with the new strategy in IDEX set out above, the nomination committee proposes that IDEX also reduces the size of the board of directors to a total of 3, being the Chair and 2 board members, this notwithstanding the fact all current board members were elected for a 2-year term at the 2023 AGM.

In support of this strategy, the 2 current US directors, Larry Ciaccia and Stephen Skaggs, have graciously agreed to step down from the board, while Deborah Davis, after completing nine years of service, is standing down from the board. The Company would like to thank Deborah Davis, Larry Ciaccia and Stephen Skaggs for their dedication and support over many years of service.

The nomination committee 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 the second year of their term, albeit Morten Opstad now in the capacity as Chair.

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

Mr. Morten Opstad continues for the second year of his term, but now in the capacity as Chair, and Ms. Annika Olsson and Ms. Adriana Saitta continue for the second year of their respective terms as board members.

Agenda Item 12: 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 2023 Annual General Meeting to the 2024 Annual General Meeting.

Agenda item 13: Election of the Nomination Committee

The Nomination Committee has the opinion that the current committee has 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. Member of the Nomination Committee, Mr. Håvard Nilsson, stands for election. 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 is elected as a member of the Nomination Committee for a new period of two years. Mr. Robert N. Keith, chair of the Nomination Committee, and Mr. Harald Voigt continue for the second year of their respective terms.

15 May 2024

The Nomination Committee in IDEX Biometrics ASA

Robert N. Keith
Chair

Håvard Nilsson

Harald Voigt