



## **THE NOMINATION COMMITTEE'S PROPOSAL TO THE ANNUAL GENERAL MEETING IN IDEX ASA ON 15 MAY 2020**

### **The work of the Nomination Committee**

The Nomination Committee was elected at the Annual General Meeting ("AGM") 9 May 2019 and has comprised of chair Mr. Harald Voigt and members Mr. Robert N. Keith and Mr. Rune Sundvall.

In addition to communicating with each other, the Nomination Committee has been in contact with the Company's management, the Chairman of the Board, Board members and some of the largest shareholders in the Company. Information obtained from these contacts has formed the basis for a specification of the desired profile of the Board members.

As IDEX Biometrics ASA has become a company with most of the activity outside Norway, there has been a broad consensus that the Company needs board members with international experience and contact points with the major international players within the areas where biometric identification will be utilized. Being registered in Norway, the composition of the board must comply with Norwegian legislation regarding gender and nationality of the Board members. Presently two out of five members have Norwegian nationality, one is British and two are US citizens. Two (40%) are female. Three (60%) live in the EU/EEA. In the future we assume the Board to consist of more members based in the US and possibly also Asia in order to be more in line with the activity and main markets. The Norwegian regulations regarding Board members nationality is therefore a challenge.

In general, the Nomination Committee has the opinion that the Board is well functioning, as is its cooperation with the management.

### **Election of Board members**

The current board members are presented in the 2019 annual report.

The board members Mr. Morten Opstad (chair), Mr. Lawrence John (Larry) Ciaccia (deputy-chair), Ms. Deborah Davis and Ms. Hanne Høvding were re-elected for a two-year term at the 2019 Annual General Meeting. Mr. Stephen A. (Steve) Skaggs was elected as a new board member for a two-year term at the 2019 Annual General Meeting.

The Nomination Committee emphasizes that the composition of Board members should be subject to evaluation each year, regardless of the election periods.

The Nomination Committee proposes that the number of board members remains unchanged and that the following Board is elected:

*Mr. Morten Opstad continues as chair of the Board for a the second year his two year period. Mr. Lawrence John (Larry) Ciaccia continues as deputy chair for the second year of his two year period. Ms. Deborah Davis, Ms. Hanne Høvding, and Mr. Stephen A. (Steve) Skaggs continue as board members for the second year of their two year periods.*

### **Remuneration to the members of the Board**

The AGM in May 2019 resolved the remuneration to the members of the Board to NOK 300,000 per Board member, with an additional NOK 75,000 to the chair, for the period from the 2018 AGM until the 2019 AGM.

The Nomination Committee proposes the following resolution to be passed by the 2020 AGM:

*The board remuneration is NOK 300,000 per board member for the period from the date of the 2019 Annual General Meeting until the date of the 2020 Annual General Meeting. The chair of the Board receives an additional amount of NOK 75,000. Each member of the compensation committee receives an additional amount of NOK 60 000, with an additional amount to the chair NOK 15 000.*

*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.*

As Board members have indicated that they may be interested in receiving shares in the Company, the board proposes that the Board members, as an alternative to a cash payment, can 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 over the ten trading days prior to the 2020 Annual General Meeting) 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 forth in the Notice of AGM.

The Nomination Committee has no objection to the Board's proposal.

### **Composition of the Nomination Committee**

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

At the Annual General Meeting in 2019 Mr. Harald Voigt was re-elected as chair of the Nomination Committee for a period of two years. Mr. Robert N. Keith and Mr. Rune Sundvall were re-elected as members of the Nomination Committee a period of two years.

The Nomination Committee emphasizes that the composition of members should be subject to evaluation each year, regardless of the election periods. We propose to release Mr. Rune Sundvall from his duties and propose Mr. Håvard Nilsson as a new member.

Mr. Håvard Nilsson is Investment manager at Sundt AS with a specialty in technology, hardware and software. Prior to this, he held strategy, investment and capital markets advisory roles with a UK based family office and several international technology and media start-up and growth companies after serving 5 years as a Senior Technology, Media and Telecom equity analyst with Carnegie Investment Bank. Mr. Nilsson holds a Bachelor's Degree in Banking and Finance from the Norwegian School of Business, BI. He was born in 1990. He is a Norwegian citizen and resides in Oslo.

We also propose to release Mr. Voigt from the role as chair of the committee and that Mr. Keith takes the position as chair.

The Nomination Committee proposes:

*Mr. Robert N. Keith is elected as chair of the Nomination Committee for the second year of his period. Mr. Harald Voigt is elected as member of the Nomination Committee for his second year of his period. Mr. Håvard Nilsson is elected as member of the Nomination Committee for a period of two years.*

### **Remuneration to the Nomination Committee**

The Nomination Committee proposes that the remuneration is the same as in the preceding period:

*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 2019 Annual General Meeting to the 2020 Annual General Meeting.*

13 May 2020

*The Nomination Committee in IDEX Biometrics ASA*

Harald Voigt, chair

Robert N. Keith

Rune Sundvall