
Notice of extraordinary general meeting 2025 in Fingerprint Cards AB (publ)

The shareholders of Fingerprint Cards AB (publ), reg. no. 556154-2381 (the “**Company**” or “**Fingerprints**”), are hereby invited to attend an Extraordinary General Meeting (the “**EGM**” or “**Meeting**”) to be held at 10:00 a.m. (CET) on 17 January 2025, at Gernandt & Danielsson Advokatbyrå, Hamngatan 2, 111 47, Stockholm, Sweden. The entrance to, and registration for, the Meeting will open at 9:30 a.m (CET).

The Board of Directors has decided, pursuant to the Company’s articles of association, that shareholders shall 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 at the Meeting

In order to participate in the EGM, shareholders shall:

- a. be registered in the register of shareholders maintained by Euroclear Sweden AB as of 9 January 2025, 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 13 January 2025, or submit a postal vote in accordance with the instructions set out in the section “*C. Voting by post*” no later than on 13 January 2025.

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 attendance or submitting a postal vote, register its shares in its own name so that the shareholder is recorded in the share register on 9 January 2025. 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 no later than on 13 January 2025, 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 EGM no later than 13 January 2025, either via www.fingerprints.com, by telephone +46 (0) 771-24 64 00, by e-mail to proxy@computershare.se or by mail to Computershare AB, “Fingerprint Cards EGM 2025”, Gustav III:s Boulevard 34, 169 73 Solna, Sweden.

On giving notice of attendance, shareholders must state their name, personal or corporate identity number, address, telephone number, e-mail address, if there are any attending advisors, and details of their shareholdings. A proxy form for shareholders wishing to participate via proxy is available on the Company’s website, www.fingerprints.com. 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 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 EGM. 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 by postal voting shall use any of the methods listed below.

1. Website voting: Voting may be done electronically through signing with BankID on the Company's website, www.fingerprints.com.
2. E-mail voting: Voting may be submitted by completing the voting form available on the Company's website, www.fingerprints.com, and then e-mailing such form to the e-mail address proxy@computershare.se, together with a 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, and after completion sending a physical copy (*i.e.*, the printout) of such form, together with a Power of Attorney and/or other authorization documents (see below) to Computershare AB, "Fingerprint Cards EGM 2025", Gustav III:s Boulevard 34, 169 73 Solna, Sweden.

A shareholder cannot give any other instructions than selecting one of the options specified at each point in the voting form. The postal voting 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 on 13 January 2025. Votes received later 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 written and dated Power of Attorney shall be enclosed with the voting form. A proxy form is provided upon request and is available on the Company's website, www.fingerprints.com. If a Power of Attorney is issued by a legal entity, a copy of the registration certificate or the equivalent for the issuing legal entity must be appended.

For questions regarding the postal voting process, please contact Computershare AB, telephone +46 (0) 771 24 64 00, weekdays between 9:00–16:00 (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 register

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- 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) Resolution on:
 - (a) reduction of share capital,
 - (b) amendments to the articles of association,
 - (c) amendments to the articles of association,
 - (d) subsequent approval of the Board of Directors' decision on an issue of units with preferential rights for existing shareholders, and
 - (e) bonus issue
 - 8) Resolution on authorizing the Board of Directors to resolve on new issues with or without preferential rights for the shareholders
 - 9) Closing of the Meeting

Proposals for resolution

Item 7 – Resolutions on: reduction of the share capital (item 7 (a)), amendments to the articles of association (item 7 (b)), amendments to the articles of association (item 7 (c)), subsequent approval of the Board of Directors' decision on an issue of units with preferential rights for existing shareholders (item 7 (d)), and bonus issue (item 7 (e))

Due to a significant cash burn rate and a strained liquidity position within the Group – primarily driven by unsustainably low gross margins in the Mobile product group – the Company brought in a new executive leadership team who announced a comprehensive transformation plan in 2023.

Although the transformation plan as a whole is designed to ensure sustained profitable growth and ongoing cost optimization will keep Fingerprints lean and agile, the ongoing process of executing the transformation plan has led to short-term revenue fluctuations. Against this background and given the Group's overall operational performance, the Board of Directors has carefully evaluated the possibilities for the Company to ensure a necessary capital injection in order not to jeopardise the completion of the transformation plan and in turn the survival of Fingerprints, as well as to support future growth initiatives. In this evaluation, the Board of Directors took into account scale and need of a necessary capital injection, and believed that a rights issue (see item 7 (d) below) together with a short-term loan, is the only way for Fingerprints to enable the completion of the transformation plan and in turn achieve stability and stronger prospects for the future of the Group. In order to enable a rights issue, the Board of Directors propose that the EGM resolves to reduce the quota value of the shares through a reduction of share capital and a bonus issue in accordance with the below.

Item 7 (a) – Resolution on reduction of the share capital

The Board of Directors proposes that the Meeting resolves on a reduction of the share capital on the following terms and conditions.

The share capital is to be reduced by SEK 158,988,426.514333. The reduction of the share capital is to be effected without redemption of shares. The purpose of the reduction is allocation to unrestricted shareholders' equity. The reduction is carried out in order to reduce the shares' quotient value to enable the rights issue to be resolved on pursuant to item 7 (d). Following the reduction, Fingerprints' share capital will amount to SEK 733,637.4316 divided among 3,668,187,158 shares in total (prior to



the rights issue as to be resolved on pursuant to item 7 (d)), each with a quotient value of approximately SEK 0.0002.

The Board of Directors' statement pursuant to Chapter 20, Section 13, fourth paragraph of the Swedish Companies Act

The effect of the Board of Directors' proposal is that Fingerprints' share capital is reduced by SEK 158,988,426.514333, from SEK 159,722,063.945933 to SEK 733,637.4316. The bonus issue under item 7 (e) result in an increase of the share capital by the reduction amount (*i.e.*, SEK 158,988,426.514333). By simultaneously with the reduction of the share capital carry out the bonus issue, which increases the share capital by the reduction amount, the Company may execute the reduction without approval from the Swedish Companies Registration Office or a public court, since the measures taken together do not result in a decrease in the Company's restricted equity or share capital.

Authorization to make minor amendments

The Board of Directors or the CEO, or any person appointed by the Board of Directors or the CEO, shall be authorized to make such minor adjustments of the resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB or due to other formal requirements.

Item 7 (b) – Resolution on amendments to the articles of association

The Board of Directors proposes that the Meeting resolves to amend 4 § and 5 § first paragraph in the Company's articles of association in accordance with the below to increase the permitted maximum number of shares and the permitted maximum number of shares of each class that may be issued.

Proposed wording

§ 4 Share capital

The share capital shall amount to not less than SEK 54,428,133.389266 and not more than SEK 217,712,533.557063. The number of shares shall not be fewer than 4,400,000,000 and not exceed 17,600,000,000.

§ 5 Classes of shares

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 to a maximum number of 1,552,941,175 and Class B shares to a maximum number of 16,047,058,825.

It is further proposed that the Board of Directors is authorized to, in connection with the registration (including registration in part) of the rights issue resolved on by the Board of Directors subject to the subsequent approval of the Meeting in accordance with item 7 (d), submit for registration with the Swedish Companies Registration Office the articles of association according to this item 7 (b) or item 7 (c) which limits for the minimum and maximum number of shares in the Company is compatible with the total number of shares in the Company when implementing the rights issue. The Board of Directors, or any person appointed by the Board of Directors, shall be authorized to make such minor adjustments of the resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or due to other formal requirements.

Item 7 (c) – Resolution on amendments to the articles of association

The Board of Directors proposes that the Meeting resolves to amend 4 § and 5 § first paragraph in the



Company's articles of association in accordance with the below to increase the permitted maximum number of shares and the permitted maximum number of shares of each class that may be issued.

Proposed wording

§ 4 Share capital

The share capital shall amount to not less than SEK 54,428,133.389266 and not more than SEK 217,712,533.557063. The number of shares shall not be fewer than 7,000,000,000 and not exceed 28,000,000,000.

§ 5 Classes of shares

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 to a maximum number of 2,470,588,233 and Class B shares to a maximum number of 25,529,411,767.

It is further proposed that the Board of Directors is authorized to, in connection with the registration (including registration in part) of the rights issue resolved on by the Board of Directors subject to the subsequent approval of the Meeting in accordance with item 7 (d), submit for registration with the Swedish Companies Registration Office the articles of association according to this item 7 (c) or item 7 (b) which limits for the minimum and maximum number of shares in the Company is compatible with the total number of shares in the Company when implementing the rights issue. The Board of Directors, or any person appointed by the Board of Directors, shall be authorized to make such minor adjustments of the resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or due to other formal requirements.

Item 7 (d) – Resolution on subsequent approval of the Board of Directors' decision on an issue of units with preferential rights for existing shareholders

Background

On 17 December 2024, the Company announced that the Board of Directors had decided on a partially guaranteed issue of units consisting of shares of series B ("**B-shares**") and warrants entitling for subscription of B-shares ("**Warrants**") ("**Units**") in an amount of up to approximately MSEK 160 with preferential rights for the Company's existing shareholders (the "**Rights Issue**").

Proposal

The Board of Directors proposes that the Meeting resolves to approve the Board of Directors' decision to carry out the Rights Issue, mainly on the terms and conditions set out below.

Decision on the final terms and conditions

The Board of Directors will on or around 15 January 2025 (however not later than on 17 January 2025) decide on the maximum amount by which the Company's share capital shall be increased with, the maximum number of Units (and thereby the maximum number of B-shares and Warrants) to be issued (including the number of unit rights to which each existing share in the Company shall entitle and the number of Units that each unit right shall entitle to subscribe for) as well as the subscription price to be paid for each Unit.

Allotment of shares in certain cases

Granting of Units (and thereby B-shares) in the Rights Issue that would entail that a party who guarantees part of the Rights Issue gains control of ten (10) percent or more of the votes in the Company following the Rights Issue entail a requirement for a prior decision from the Inspectorate of



Strategic Products in accordance with the Screening of Foreign Direct Investments Act (2023:560), and, if applicable, any other equivalent body pursuant to legislation in any other jurisdiction, to approve the investment or leave the application therefore without remark (“**FDI Decision**”). Such Units in the Rights Issue which, if granted to a party who guarantees part of the Rights Issue, would require a FDI Decision and such FDI Decision has not been obtained at the time of granting are referred to as “**FDI Units**”.

Terms for the Rights Issue

1. The record date for the right to participate in the Rights Issue shall be 24 January 2025.
 2. The new B-shares and Warrants shall be issued in units of Units, where each Unit consist of a certain number of B-shares and Warrants.
 3. Each shareholder have preferential right to subscribe for new B-shares and Warrants (in units of Units) in proportion to the number of shares previously held. In the event that not all Units are subscribed for by exercising unit rights, the Board of Directors shall, within the maximum limit of the Rights Issue, decide on allotment of Units subscribed for without exercising of unit rights in accordance with the following allotment principles:
 - (a) *Firstly*, allotment of Units shall be granted to those who have subscribed for Units by exercising unit rights, regardless if they were registered as shareholders on the record date or not, and in the event of over-subscription, *pro rata* in relation to their subscription by exercising unit rights, and to the extent this is not possible, by drawing lots,
 - (b) *Secondly*, allotment of Units shall be granted to others who have subscribed for Units without exercising unit rights, and in the event of over-subscription, *pro rata* in relation to the subscribed amount, and to the extent this is not possible, by drawing lots,
 - (c) *Thirdly*, allotment of Units, that does not constitute FDI Units, shall as applicable be granted to the parties who guarantees part of the Rights Issue, *pro rata* in relation to such guarantee commitments in accordance with separate agreement with the Company, and
 - (d) *Ultimately*, as applicable, allotment of Units that constitutes FDI Units shall be granted to the relevant parties who guarantees part of the Rights Issue if and when that guarantor has obtained a positive FDI Decision.
 4. The new B-shares shall carry the right to dividend for the first time on the dividend record date that follows immediately after the new B-shares have been registered with the Swedish Companies Registration Office and in the share register maintained by Euroclear Sweden AB. Any new B-shares issued following the exercising of the Warrants shall entitle to dividends for the first time on the record date that occurs immediately following when the subscription of such B-shares has been executed, *i.e.*, when the B-shares have been registered with the Swedish Companies Registration Office as well as in the share register maintained by Euroclear Sweden AB.
 5. Subscription for Units by exercising unit rights shall be made between 28 January 2025 and 11 February 2025 through payment in cash. Subscription for Units without exercising unit rights shall be carried out on a separate application form during the same period. Payment for Units
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subscribed for without exercising unit rights shall be made through payment in cash no later than 17 February 2025. The Board of Directors shall have the right to extend the subscription period as well as the payment period.

6. Notwithstanding item 5 above, subscription for FDI Units, shall be made between 28 January 2025 and the earlier of (i) the business day that falls three (3) business days from an obtained FDI Decision (however not earlier than the last day of the general subscription period set out in item 5) and (ii) 13 June 2025. Notwithstanding item 5 above, payment for FDI Units shall be made through payment in cash no later than the last day of the subscription period for the FDI Units (however not earlier than 17 February 2025). The Board of Directors shall have the right to extend the subscription period as well as the payment period for the FDI Units.
7. The Warrants shall be issued free of charge. The terms for the Warrants will be available at the Company and on its website, www.fingerprints.com, no later than three weeks prior to the EGM. The Company's share capital shall as a consequence of the exercise of the Warrants be able to increase with up to an amount which corresponds to the number of Warrants that the Board of Directors resolves to be issued multiplied with the quota value of the Company's shares. Such amount shall be set out when the Board of Directors determines the final terms for the Rights Issue.
8. Allotment may only be made in Units and thus not in B-shares or Warrants individually. However, the B-shares and the Warrants will following the completion of the Rights Issue be separated.
9. The premium from the Rights Issue shall be transferred in its entirety to the unrestricted statutory reserve.
10. The Board of Directors, or any person appointed by the Board of Directors, shall be entitled to make the minor adjustments to the above resolutions that may prove necessary in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

Conditions for completion

The resolution under this item 7 (e) is conditional upon the Meeting resolving to amend the Company's articles of association.

Item 7 (e) – Resolution on bonus issue

In order to facilitate the registration of the Board of Directors' proposal to resolve on a reduction of the share capital under item 7 (a), the Board of Directors' proposes that the EGM resolves to increase the share capital by SEK 158,988,426.514333 through a bonus issue without issuing shares. The share capital shall be increased by transfer from unrestricted equity. The Board of Directors shall have the right to execute the transfer.

The proposed bonus issue entails that the Company may execute the share capital reduction under item 7 (a) without approval from the Swedish Companies Registration Office or a public court, since the measures taken together do not result in a decrease in the Company's restricted equity or share capital.



Authorization to make minor amendments

The Board of Directors or the CEO, or any person appointed by either of them, shall be authorized to make such minor adjustments of the resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB or due to other formal requirements.

Item 8 – Resolution on authorizing the Board of Directors to resolve on new issues 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 of Directors to resolve, on one or several occasions up until the next annual general meeting, with or without deviation from the shareholders' preferential rights, on new issues of shares of series B, warrants and/or convertible bonds entitling to shares of series B corresponding to no more than twenty (20) per cent of the total number of outstanding shares in the Company at the time the Board of Directors first utilises the authorization. The authorization shall also include a right to resolve on a new issue of shares of series B, warrants and/or convertible bonds entitling to shares of series B against payment through set-off or contribution in kind or otherwise with conditions in accordance with the Swedish Companies Act.

Issue of shares 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 shall be to strengthen the Company's shareholders' equity or to provide flexibility to the Board of Directors' and enable the Company to raise capital to pursue potential growth opportunities in line with its adopted strategy.

b) authorization of 10 per cent

In the event that the Meeting does not approve the proposal for authorization of twenty (20) per cent under item a) above, the Board of Directors proposes that the Meeting authorizes the Board of Directors to resolve, on one or several occasions up until the next annual general meeting, with or without deviation from the shareholders' preferential rights, on new issues of shares of series B, warrants and/or convertible bonds entitling to shares of series B corresponding to no more than ten (10) per cent of the total number of outstanding shares in the Company at the time the Board of Directors first utilises the authorization. The authorization shall also include a right to resolve on a new issue of shares of series B, warrants and/or convertible bonds entitling to shares of series B against payment through set-off or contribution in kind or otherwise with conditions in accordance with the Swedish Companies Act.

Issue of shares 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 shall be to provide the Company with sufficient funds to finance the ongoing operations or to provide flexibility to the Board of Directors' and enable the Company to raise capital to pursue potential growth opportunities in line with its adopted strategy.

E. Majority requirements

Resolutions under items 7 and 8 are valid only if supported by shareholders holding at least two-thirds (2/3) of both the votes cast and the shares represented at the Meeting.

All proposals under item 7 of the agenda are conditional on each other and the Board of Directors proposes that the Meeting's resolutions under item 7 shall be adopted as a single and joint resolution.

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 EGM 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 it is 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, no later than three weeks prior to the EGM. These documents will also be sent to shareholders requesting such documentation and who have provided their postal address.

As of the date of this notice, the total number of shares in the Company amounts to 3,668,187,158 (7,875,000 A-shares and 3,660,312,158 B-shares). The total number of votes amounts to 3,739,062,158 (of which 78,750,000 pertain to the A-shares and 3,660,312,158 pertain to the B-shares). At the time of this notice, the Company holds 3,800,000 B-shares in treasury.

H. Processing of personal data

For information on how personal data is processed in connection with the Meeting, see the privacy notice on Euroclear Sweden AB's and Computershare AB's respective website, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf> and <https://www.computershare.com/se/gm-gdpr>.

Gothenburg in December 2024
Fingerprint Cards AB (publ)
The Board of Directors