
Notice to attend the 2024 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**” or “**Fingerprint**”), are hereby invited to attend the Annual General Meeting (“**AGM**” or the “**Meeting**”) to be held at 3:00 p.m. on Tuesday, May 28, 2024, at GT30 (meeting room “Bond”), Grev Turegatan 30 in Stockholm.

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 20, 2024, 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 22, 2024, 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 22, 2024.

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 20, 2024. 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 22, 2024, 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 22, 2024, either via www.fingerprints.com/agm2024, by telephone +46 (0) 771-24 64 00, by e-mail to proxy@computershare.se or by mail to: Computershare AB, "Fingerprint Cards AB AGM 2024", 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/agm2024. 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/agm2024.
2. E-mail Voting: Voting may be submitted by completing the voting form available on the Company's website, www.fingerprints.com/agm2024, and then e-mailing such form to the email address 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/agm2024, 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 2024", 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 22, 2024. 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/agm2024. 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 approval of guiding principles for remuneration of senior executives
- 17) Board of Directors' proposal regarding authorization of the Board to decide on the repurchase and transfer of Class B treasury shares
- 18) 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
- 19) Board of Directors' proposal regarding long-term incentive program (Warrant Program 2024/2027)
- 20) Resolution to amend the articles of association
- 21) Resolution to amend the articles of association
- 22) Resolution to amend the articles of association
- 23) Resolution on subsequent approval of the Board of Directors' decision on an issue of shares with preferential rights for existing shareholders
- 24) Board of Directors' proposal regarding authorization of the Board to execute minor adjustments
- 25) Closing of the Meeting

Proposals for resolution

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

The Nomination Committee comprises Christian Lagerling (Chairman of the Board of Directors), Johan Carlström (shareholder), Helen Fasth Gillstedt (appointed by Handelsbanken Fonder) and Cornilla von Plomgren (appointed by Roland Hanzén).

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 five (5) 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 1,855,000, 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, Juan Vallejo and Adam Philpott as Board members for the period until the end of the next AGM. It is proposed that Christian Lagerling is re-elected as Chairman of the Board. Mario Shiliashki 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/agm2024. Information on the members proposed for re-election can be found in the corporate governance section on the Company's website, 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.

Board of Directors' proposals concerning items 9b, 10, 16 – 24 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 approval of guiding principles for remuneration of senior executives

1. Introduction

The Executive Management is defined as the Chief Executive Officer and other members of the management team. The purpose of these guidelines is to clarify the compensation as decided.

The guidelines are forward-looking, i.e. they are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the annual general meeting. The general meeting has the right to agree on additional remunerations outside of these guidelines.

2. Remuneration Committee

The remuneration committee evaluates and considers matters regarding remuneration and employment terms and prepares proposals for guidelines for compensation to the CEO and executive management. The Board of Directors shall evaluate a proposal for new guidelines at least every fourth year and submit it to the AGM. The guidelines shall be in force until new guidelines are adopted by the general meeting. The Remuneration Committee should ensure that remuneration is commensurate with prevailing market conditions for corresponding executives in other companies, and accordingly, that the company's offering to its employees is competitive. The CEO's compensation is approved by the Board of Directors. Compensation to other senior executives is decided by the CEO after consulting with the Remuneration Committee. The members of the remuneration committee are independent of the company and its executive management. The CEO and other members of the executive management do not participate in the board of directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

3. Remuneration Principles and the guidelines' promotion of the company's business strategy, long-term interests and sustainability

Fingerprint Cards aims to attract, engage, develop and retain the right people to drive our business result in line with the company's business strategy. In order to support this, the design

and implementation of our remuneration structure shall be performance based; affordable; sustainable; market driven and clear. Compensation shall reflect the scope and complexity of each role, as well as the actual performance of the individual. Fingerprint Cards does not tolerate any form of discrimination and we perform annual reviews to make sure we do not have any salary misalignments based on any discriminating factors such as gender, transgender identity or expression, ethnicity, religion or other belief, disability, sexual orientation and age.

Variable remuneration covered by these guidelines shall aim at promoting Fingerprint Card's business strategy and long-term interests, including its sustainability.

For more information regarding the company's business strategy, please see www.fingerprints.com.

Remuneration under employments subject to other rules than Swedish may be duly adjusted to comply with mandatory rules or established local practice, taking into account, the overall purpose of these guidelines.

Remuneration Principles

Performance Based:

There shall be a strong link between performance (individual - and business result) and compensation. Base salary will depend on the employee's performance against objectives, development progress and living our company values.

Competitive and Sustainable:

We must create value to secure our present and future capability to pay competitive compensation and we must earn the means for our compensation. It is important to have a balance between our company earnings and our compensation levels.

Market driven:

Our salaries shall reflect the scope and complexity of the work. It is our objective to compare our base salaries with relevant market data for the applicable country. Each country forms its own market.

The remuneration principles are also applicable to the rest of the employees at Fingerprint Cards.

In the preparation of the board of directors' proposal for these remuneration guidelines, salary and employment terms for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the remuneration committee's and the board of directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

4. Total Remuneration

The total remuneration to Executives consists primarily of monthly base salary, short-term incentives, pension, and insurances. If decided in the general meeting, the total remuneration may also include – irrespective of these guidelines – long term incentives.

4.1 Short Term Incentives (STI)

Short Term Incentives shall be linked to predetermined and measurable criteria. The Short-Term Incentives include company measures such as Revenue, Operating Profit and Cash Balance. For Executives, 80-90 per cent of the STI is based on company measures, and 10-20 per cent is based on individual performance, with predetermined targets on an annual basis. The criteria shall be designed so as to contribute to Fingerprint Card's business strategy and long-term interests, including its sustainability.

The satisfaction of criteria for awarding STI shall be measured over a period of one or several years. The variable cash remuneration may amount to not more than 100 per cent of the total fixed base salary during the measurement period.

For financial objectives, the evaluation shall be based on financial information made public by the company.

4.2 Pension

Pension plans are based on defined contribution models, where a premium is paid amounting to not more than 30 per cent of the Executive's fixed annual base salary.

4.3 Insurances

Executives are provided insurance coverage in accordance with local market practice. Such benefits shall be customary and be of limited amount.

4.4 Termination of employment

Upon termination of an employment, the notice period may not exceed six months. During the notice period, the executive will continue to receive full base salary and other employment benefits. Upon termination by the company, severance payment could be paid and may not exceed twelve months' base salary. When termination is made by the executive, the notice period may not exceed six months, without any right to severance pay.

Additionally, remuneration may be paid for non-compete undertakings. Such remuneration, if applicable, shall amount to a maximum of 60 per cent of the monthly base salary at the time of termination of employment, unless otherwise provided by mandatory collective agreement provisions.

4.5 The Board of Directors' right to deviate from the principle of remuneration

In certain cases the Board of Directors may decide to deviate from these guidelines, in part or in total, if there are special reasons to do so in an individual case and a deviation is necessary to fulfill the company's long term interest, including in relation to sustainability, or to safeguard the company's financial position. As set out above, the remuneration committee's tasks include preparing the board of directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

4.6 Description of significant changes and how the shareholders' views have been taken into account

There have been no significant changes to the proposed new guidelines in relation to the remuneration guidelines adopted by the Annual General Meeting 2020. There have been no material comments on the remuneration guidelines from shareholders.

Item 17 – 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 18 – 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 twenty (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 19 - Board of Directors' proposal regarding long-term incentive program (Warrant Program 2024/2027)

The Board of Directors proposes that the Meeting resolves to establish a warrant program for the Executive Management within Fingerprint ("**Warrant Program 2024/2027**") in accordance with items 19 a), b), and c) below.

a) Adoption of Warrant Program 2024/2027

1. Background and summary

The purpose of the proposal is to attract and retain talent over time, increase engagement and performance, and encourage personal long-term ownership in the Company. The Board of Directors believes it is in the interest of all shareholders that individuals deemed important for the Company's development, have a long-term interest in the Company's value development. The proposed program creates long-term ownership engagement, which is expected to stimulate increased interest in the business and its performance over the entire period. The Board of Directors' intention is to propose similar programs annually to the Annual General Meeting, where the size of the program will be evaluated continuously to ensure a long-term sustainable incentive program.

Warrant Program 2024/2027 means that members of the Executive Management are offered to purchase warrants at market price ("**Warrants**") which each entitle the holder, after approximately three years, to subscribe for one B-share in Fingerprint. To assist participants with the initial investment, a cash bonus will be paid out to participants from Fingerprint. The payment of the subsidy will be cashflow neutral to the company and partly subsidize the participants investment. The

Company has the right to invoke a clawback if a participant terminates its employment with the company within three years.

Based on the terms set forth below, the Board of Directors proposes that the Annual General Meeting resolves on the implementation of Warrant Program 2024/2027, as well as the issuance of Warrants to the Executive Management of Fingerprint.

2. Participant categories

The right to subscribe for warrants shall be granted to a maximum of eleven senior executives, including the CEO, who have entered into repurchase agreements with the Company. Participants are divided into different categories based on their respective roles in the Company. The distribution of Warrants are as follows:

1. **Category 1** consists of the Chief Executive Officer (one participant) with the right to subscribe for a maximum of 5,000,000 Warrants.
2. **Category 2** consists of up to ten members of the Executive Management with the right to collectively subscribe for a maximum of 9,000,000 Warrants, whereby each participant can subscribe for a maximum of 2,500,000 Warrants.

Over-subscription is not possible. In case of under-subscription, Warrants not subscribed for by any participant shall lapse.

3. Allocation

Decisions on participation or introduction of Warrant Program 2024/2027 require, according to the Board of Directors' assessment, that it can be offered at reasonable administrative costs and financial effects.

Warrant Program 2024/2027 may include a maximum of 14,000,000 Warrants.

The Warrants can be exercised for B-shares in the Company from July 1, 2027 up until October 1, 2027. The period until this date constitutes the "**Vesting Period**".

4. Vesting Period and exercise Price

The Vesting Period for the Warrants shall be a maximum of three years and four months from their issuance, and the exercise period shall be from July 1, 2027 up until October 1, 2027.

The exercise price upon the participant's exercise of the Warrants shall correspond to 235 per cent of the volume-weighted average price according to Nasdaq Stockholm's official price list for the Fingerprint B-share during the first ten (10) trading days following the Annual General Meeting on May 28, 2024. The exercise of the Warrants may be made through net settlement.

5. Other terms for the Warrants

In addition to the above, the following terms shall apply to the Warrants:

- Participants may not transfer, pledge, or dispose of the Warrants or exercise any rights regarding the Warrants during the Vesting Period.



- The participant's right to subscribe for Warrants is conditioned upon (i) the participant not having resigned or been terminated from their employment with the Company at the time of subscription, (ii) subscription of Warrants being legally possible and, according to the Board of Directors' assessment, feasible with reasonable administrative and economic efforts, and (iii) the participant and/or, if applicable, their company, having entered into a special agreement with the Company, under which the Company, or the Company designates, among other things, has the right to repurchase the Warrants from the participant/company if the participant's employment terminates and in certain other situations, at an amount equal to the market value of the Warrants and, if applicable, the lower of the market value and acquisition value of the Warrants. The Board of Directors shall have the right to make minor adjustments to the terms of the agreement deemed appropriate or necessary due to labor law or tax law regulations or administrative conditions.

6. Detailed terms and administration

- The Board of Directors, through the Remuneration Committee, is responsible for the detailed design and administration of Warrant Program 2024/2027, within the framework of the terms and guidelines provided by the Annual General Meeting. For example, the Board of Directors may decide that no allocation of Warrants shall be made to a participant, despite the conditions under point 5 above being met, in cases of fraud, other criminal activities, or when a participant has acted grossly negligent.
- Certain deviations from or adjustments to the terms of Warrant Program 2024/2027 may be made due to local regulations and prevailing market practices or market conditions, including cash settlement instead of delivery of shares to participants under certain conditions.

7. Value of and estimated costs for Warrant Program 2024/2027

Subscription of Warrants shall be made at a price corresponding to the market value of the Warrants at the time of subscription. The market value of the Warrants shall be calculated by an independent valuation institute or audit firm according to the Black-Scholes valuation model at each individual time of subscription. Based on a share price of 0.973 SEK, the market value of the Warrants has been preliminarily estimated at 0.17 SEK per Warrant. The total cost of the subsidy, based on an option value of 0.17 SEK, is estimated to be a maximum of 2,364,940 SEK for the entire Warrant Program 2024/2027, including social security costs. The option value has been estimated based on the Black-Scholes valuation model with assumptions of a share price of 0.973 SEK, a risk-free interest rate of 2.6 per cent, and a volatility of 58.0 per cent.

The Company will subsidize the participants' acquisition of Warrants. The subsidy shall be paid out at the start of the program and the total cost for the subsidy shall correspond to the premium paid by the participant upon subscription of the Warrants. Such cost will include both salary costs for the subsidy paid and social security contributions which means that the subsidy gross of income tax will be lower than 100 per cent of the premium paid. For a participant with tax residence in Sweden with a tax rate for income from employment of 50 per cent and tax rate for social security contributions of 31.42 per cent, the subsidy net of income tax will correspond to 38 per cent of the warrant premium. Thus, the participant is required to make a substantial private investment to participate.

A participant's entitlement to subsidy requires, with certain exceptions, that the participant is employed by the Company at the time of payment of the bonus. Fingerprint reserves the right to invoke a clawback arrangement in the event of a participant's termination of employment prior to the

end of the Vesting Period. At such clawback, the participant is obligated to reimburse the Company for the subsidy received. The amount to be repaid upon invocation of the clawback shall correspond linearly to the gross subsidy paid to the participant at the start of the program and the remaining Vesting Period.

In addition to the above costs, administrative costs for advisers, etc., in connection with the preparation of decision documentation and decision-making on the issuance of Warrants will be incurred. The total administrative costs are expected to be marginal in relation to other costs of Warrant Program 2024/2027.

If sufficient majority to issue warrants to participants in accordance with item b) below is not obtained, and the Company instead implements a call option program where delivery of shares to participants is secured through a share swap agreement with a third party in accordance with item c) below, costs for such share swap will also be incurred.

8. Dilution

Upon full exercise of all issued Warrants, Warrant Program 2024/2027 will comprise a maximum of 14,000,000 new shares in Fingerprint, corresponding to a dilution of approximately 2.2 per cent of all outstanding shares in Fingerprint at the time of release of the notice to the Annual General Meeting.

The costs of Warrant Program 2024/2027 are expected to have a marginal impact on the Group's key figures.

9. Objectives of the proposal and reasons for deviation from the shareholders' pre-emption rights

The Board of Directors wishes to introduce a long-term incentive program for the Executive Management to encourage personal long-term ownership in the Company and to increase and strengthen the opportunities to recruit, retain, and motivate such individuals. The Board of Directors believes that the introduction of Warrant Program 2024/2027 is beneficial for the Company and the shareholders by providing a competitive and motivational incentive for members of the Executive Management in the Company.

Based on this, the Board of Directors believes that the introduction of Warrant Program 2024/2027 will have a positive effect on the Company's continued development, outweighing the costs associated with the program, and thus be beneficial for both shareholders and the Company.

b) Proposal for resolution on issuance of Warrants

In order to implement the Warrant Program 2024/2027 in a cost-effective and flexible manner, the Board of Directors proposes that the Meeting resolves, with deviation from the shareholders' pre-emption rights, on a directed issue of maximum 14,000,000 Warrants to the participants in Warrant Program 2024/2027 with the right to subscribe for B-shares in the Company as follows:

1. The Warrants are issued at a price equivalent to the market value of the Warrants at the time of subscription. The market value of the Warrants shall be determined by an independent valuation institute or audit firm according to the Black-Scholes valuation model at each individual time of subscription. Based on a share price of 0.973 SEK, the market value of the Warrants has been preliminarily calculated to be 0.17 SEK per Warrant.



2. Each Warrant shall entitle the holder to subscribe for one (1) B-share in the Company, and thus the share capital, upon full exercise, will increase by a maximum of 609,595.093959 SEK.
3. The right to subscribe for the Warrants is granted, deviating from the shareholders' pre-emption rights to the participants in the Warrants Program 2024/2027. The reasons for deviating from the shareholders' pre-emption rights are that the Company wishes to introduce the proposed incentive program Warrants Program 2024/2027.
4. Subscription on subscription list and payment for the Warrants shall be made no later than July 1, 2024. The Board of Directors has the right to extend the subscription and payment period.
5. The Warrants entitle to subscription of B-shares in the Company from July 1, 2027, up until October 1, 2027.
6. Each Warrant shall entitle the holder to subscribe for one (1) B-share in the Company at a subscription price equivalent to 235 per cent of the volume-weighted average price according to Nasdaq Stockholm's official price list for the Fingerprint B-share during the ten (10) first trading days following the Annual General Meeting on May 28, 2024. However, the subscription price may never be less than the share's quota value. Any premium shall be transferred in its entirety to the unrestricted premium reserve.
7. For the Warrants, the other terms and conditions set forth in the full Warrant terms shall apply. As indicated in the full Warrant terms, the subscription price as well as the number of shares to which each Warrant entitles subscription may, in certain cases, be adjusted in connection with bonus issues, mergers or splits of shares, new issues, issues of Warrants or convertible instruments, and in certain other cases. Furthermore, the timing of the exercise of the Warrants may be advanced and/or postponed in certain cases.
8. The newly issued shares shall entitle to dividends for the first time on the record date that occurs closest after the shares have been registered with the Swedish Companies Registration Office and entered into the share register maintained by Euroclear Sweden AB.
9. The Board of Directors, or the person appointed by the Board of Directors, is proposed to be authorized to make minor adjustments that may prove necessary in connection with the registration of the resolution with the Swedish Companies Registration Office and, where applicable, Euroclear Sweden AB.

Considering that the Board of Directors believes that the issuance of Warrants is most cost-effective, it is proposed, in the first instance, that hedging measures regarding Warrant Program 2024/2027 be carried out under this item b). If the required majority cannot be obtained for the proposal under this item b), the Company proposes to enter into a share swap agreement under item c) below.

c) Hedging measures regarding Warrant Program 2024/2027 in the form of share swap

If the required majority for the resolution on the issuance of Warrants under item b) above cannot be achieved, the Board of Directors may ensure that the Company instead issues call options ("Call Options") and secures the delivery of shares expected to result from Warrant Program 2024/2027 by entering into a share swap agreement with a third party, whereby the third party, in its own name,

shall acquire and transfer shares in the Company to the participants in Warrant Program 2024/2027. The relevant number of Fingerprint shares shall correspond to the Warrants proposed under item a) above. The provisions regarding the terms of Warrants shall then apply to Call Options issued in accordance with this item c).

Preparation of the proposal

The proposal has been prepared by the Remuneration Committee in consultation with the Board of Directors and external advisors. The Board of Directors has decided to propose Warrant Program 2024/2027 to the Annual General Meeting.

Other share-related incentive programs

The Company currently has no ongoing incentive programs.

Item 20 - Resolution to amend the articles of association

The Board of Directors proposes that the general meeting resolves to amend 4 § and 5 § first paragraph in the Company's articles of association in accordance with the below to increase the limits for the permitted maximum share capital and the permitted maximum number of shares as well as 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 87,085,013.422825 and not more than SEK 348,340,053.691301. The number of shares shall not be fewer than 2,000,000,000 and not exceed 8,000,000,000.

§ 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 in a maximum number of 648,648,649 and Class B shares in a maximum number of 7,351,351,351.

A resolution in accordance with this item 20 is conditional upon that the general meeting resolves to approve the proposal in accordance with item 23 below.

It is proposed that the Board of Directors is authorised to submit for registration at the Swedish Companies Registration Office the articles of association according to this item 20, item 21, or item 22 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 resolved on by the Board of Directors subject to the approval of the general meeting in accordance with item 23 below. The Board of Directors, or the person that the board of directors will appoint, shall be authorised to make minor adjustments to the general meeting's resolutions as may be required in connection with registration at the Swedish Companies Registration Office.

Item 21 - Resolution to amend the articles of association

The Board of Directors proposes that the general meeting resolves to amend 4 § and 5 § first paragraph in the Company's articles of association in accordance with the below to increase the limits for the permitted maximum share capital and the permitted maximum number of shares as well as 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 1,250,000,000 and not exceed 5,000,000,000.

§ 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 in a maximum number of 405,405,405 and Class B shares in a maximum number of 4,594,594,595.

A resolution in accordance with this item 21 is conditional upon that the general meeting resolves to approve the proposal in accordance with item 23 below.

It is proposed that the Board of Directors is authorised to submit for registration at the Swedish Companies Registration Office the articles of association according to this item 21, item 20, or item 22 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 resolved on by the Board of Directors subject to the approval of the general meeting in accordance with item 23 below. The Board of Directors, or the person that the board of directors will appoint, shall be authorised to make minor adjustments to the general meeting's resolutions as may be required in connection with registration at the Swedish Companies Registration Office.

Item 22 - Resolution to amend the articles of association

The Board of Directors proposes that the general meeting resolves to amend 4 § and 5 § first paragraph in the Company's articles of association in accordance with the below to increase the limits for the permitted maximum share capital and the permitted maximum number of shares as well as 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 21,771,253.355706 and not more than SEK 87,085,013.422825. The number of shares shall not be fewer than 500,000,000 and not exceed 2,000,000,000.

§ 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 in a maximum number of 162,162,162 and Class B shares in a maximum number of 1,837,837,838.

A resolution in accordance with this item 22 is conditional upon that the general meeting resolves to approve the proposal in accordance with item 23 below.

It is proposed that the Board of Directors is authorised to submit for registration at the Swedish Companies Registration Office the articles of association according to this item 22, item 20, or item 21 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 resolved on by the Board of Directors subject to the approval of the general meeting in accordance with item 23 below. The Board of Directors, or the person that the board of directors will appoint, shall be authorised to make

minor adjustments to the general meeting's resolutions as may be required in connection with registration at the Swedish Companies Registration Office.

Item 23 - Resolution on subsequent approval of the Board of Directors' decision on an issue of shares with preferential rights for existing shareholders

Background

On April 26, 2024, the Company announced that the Board of Directors had decided on a partially guaranteed issue of shares of B-shares in an amount of up to approximately SEK 310 million with preferential rights for existing shareholders (the "**Rights Issue**").

Proposal

The Board of Directors proposes that the general 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, no later than on May 23, 2024, decide on the maximum amount by which the Company's share capital may be increased with, the number of B-shares to be issued (including the number of subscription rights to which each existing share in the Company shall entitle and the number of B-shares that each subscription right shall entitle to) and the subscription price to be paid for each B-share.

Allotment of shares in certain cases

Granting of B-shares in the Rights Issue that would entail that a party who guarantee part of the Rights Issue gains control of ten (10) per cent 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 B-shares in the Rights Issue which, if granted to a party who guarantee part of the Right Issue, would require a FDI Decision and such FDI Decision has not been obtained at the time of granting are referred to as "**FDI Shares**".

Subscription right

1. The record date for the right to participate in the Rights Issue shall be May 30, 2024.
2. Each shareholder have preferential right to subscribe for new B-shares in proportion to the number of shares previously held. In the event that not all B-shares are subscribed for by exercising subscription rights, the board of directors shall, within the maximum limit of the Rights Issue, decide on allotment of B-shares subscribed for without exercising of subscription rights in accordance with the following allotment principles:
 - (a) *Firstly*, allotment of B-shares shall be granted to those who have subscribed for B-shares by exercising subscription 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 subscription rights, and to the extent this is not possible, by drawing lots,
- (b) *Secondly*, allotment of B-shares shall be granted to others who have subscribed for B-shares without exercising subscription 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 B-shares, that does not constitute FDI Shares, shall as applicable be granted to a party who have guaranteed part of the Rights Issue with allotment before other guarantors in accordance with separate agreement with the Company (“**Primary Subscription Guarantee**”),
 - (d) *Fourthly*, allotment of B-shares, that does not constitute FDI Shares, shall as applicable be granted to the parties who, subordinated to the Primary Subscription Guarantee, guarantees part of the Rights Issue, *pro rata* in relation to such guarantee commitments in accordance with separate agreement with the Company, and
 - (e) *Ultimately*, as applicable, allotment of B-shares that constitutes FDI Shares shall be granted to the relevant party who guarantees part of the Rights Issue if and when that guarantor has obtained a positive FDI Decision.
3. 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.
 4. Subscription for B-shares by exercising subscription rights shall be made between June 3, 2024 and June 17, 2024 through payment in cash. Subscription for B-shares without exercising subscription rights shall be carried out on a separate application form during the same period. Payment for B-shares subscribed for without exercising subscription rights shall be made through payment in cash no later than June 24, 2024. The board of directors shall have the right to extend the subscription period as well as the payment period.
 5. Notwithstanding item 4 above, subscription for FDI Shares, shall be made between June 3, 2024 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 4) and (ii) August 31, 2024. Notwithstanding item 4 above, payment for FDI Shares shall be made

through payment in cash no later than the last day in the subscription period for the FDI Shares (however not earlier than June 24, 2024).

6. The premium from the Rights Issue shall be transferred in its entirety to the unrestricted statutory reserve.
7. 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 23 is conditional upon the general meeting resolving to amend the Company's articles of association.

Item 24 – 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

Valid resolutions under items 17 and 18 above requires the support of not less than two-thirds of both the votes cast and the number of shares represented at the AGM. A valid resolution under item 19 b) above requires the support of not less than nine-tenths 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/agm2024, 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 612,631,603 (7,875,000 A-shares and 604,756,603 B-shares). The total number of votes are 683,506,603. 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 and www.computershare.com/se/gm-gdpr.

Gothenburg, April 2024
Fingerprint Cards AB (publ)
Board of Directors