



**THE NOMINATION COMMITTEE'S PROPOSAL TO
THE ANNUAL GENERAL MEETING IN IDEX BIOMETRICS ASA
(THE "COMPANY" OR "IDEX")
ON 23 MAY 2023**

The work of the Nomination Committee

The nomination committee was elected at the Annual General Meeting ("AGM") on 12 May 2022 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 a specification of the desired profile of the Board members.

As IDEX 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 seven members are Norwegian nationals, one is British, one is Swedish, and three are US citizens. Four (57%) live in the EU/EEA or the UK. Three (43%) are female.

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

Agenda item 9: Remuneration to the members of the Board

9.1 Board Remuneration

The Nomination Committee proposes the following resolution to be passed by the Annual General Meeting:

The annual board remuneration is NOK 425,000 per board member for the period from the date of the 2022 Annual General Meeting until the date of the 2023 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 85,000 and the chair of the compensation committee receives NOK 125,000. Each of the audit committee members (not including the chair of the committee) receives NOK 100,000 and the chair of the audit committee receives NOK 175,000.

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

9.2 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 2023) 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 formulated and set forth by the Board in agenda item 9.2 in the Notice of Annual General Meeting in line with the Board's proposal from previous Annual General Meetings. The Nomination Committee has no objection to the Board's proposal.

Agenda item 10: Election of board members

The current board members are presented in the 2022 annual report.



All members of the Board stand for election; Mr. Morten Opstad (chair), Mr. Lawrence John Ciaccia (deputy-chair), Ms. Deborah Lee Davis, Ms. Hanne Høvdning, Ms. Annika Olsson, Mr. Thomas M. Quindlen and Mr. Stephen Andrew Skaggs.

Reference is made to the stock exchange announcement made by the Company on 17 April 2023 regarding the Nomination Committee's selection of current Board member and Deputy Chair Larry Ciaccia as the Company's next Chair of the Board, pending shareholder approval at the IDEX Annual General Meeting on 23 May 2023. It was further announced that the Nomination Committee had proposed that Morten Opstad would remain on the Board as a board member.

The Nomination Committee has identified and propose a further candidate to the Board, Ms. Adriana Saitta. Ms. Saitta is an experienced director with in-depth knowledge of the sectors in which IDEX operates. Ms. Saitta's resume is attached to this proposal as [Attachment 1](#). The Nomination Committee believes that Ms. Saitta would be a valuable addition to the Company's Board.

Having served on the Board since 2007 and 2021, respectively, each of Ms. Hanne Høvdning and Mr. Thomas M. Quindlen will step down from the Board. The Nomination Committee is appreciative of the valuable services Ms. Høvdning and Mr. Quindlen have rendered to the Company and its shareholders.

Having been in contact with the Company's management, the members of the Board and some of the largest shareholders, the Nomination Committee proposes that the new Board shall consist of in total six members. The Nomination Committee is also in the process of recruiting another new candidate for the Board. He is today a senior executive of one of the larger payment networks. This will be announced when the process is concluded. The Nomination Committee proposes that the following resolution is approved relating to the election of board members:

Mr. Lawrence Ciaccia is elected as chair of the Board for a period of two years. Ms. Deborah Lee Davis, Ms. Annika Olsson, Mr. Morten Opstad, Ms. Adriana Saitta and Mr. Stephen A. Skaggs are elected as board members for a period of two years.

Of the proposed board, four (67%) live in the EU/EEA or the UK. Three (50%) are female.

Agenda Item 11: 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 2022 Annual General Meeting to the 2023 Annual General Meeting.

Agenda item 12: 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 stand for election. Member of the Nomination Committee, Mr. Håvard Nilsson, was elected for a two-year period by the 2022 Annual General Meeting. 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. Robert N. Keith is elected as chair of the Nomination Committee for a period of two years. Mr. Harald Voigt is elected as member of the Nomination Committee for a period of two years. Mr. Håvard Nilsson continues as member of the Nomination Committee for the second year of his term.

22 May 2023

The Nomination Committee in IDEX Biometrics ASA

Robert N. Keith
Chair

Håvard Nilsson

Harald Voigt



ATTACHMENT 1: PRESENTATION OF MS. ADRIANA SAIITTA, PROPOSED NEW BOARD MEMBER

Ms. Adriana Saitta has extensive experience in the banking and business sector, both as a board member and in executive positions. She has since 2015 been General Manager of Intesa Sanpaolo Paris, a business operating in the large corporate business in France, both in traditional commercial/transaction banking and investment banking. She is currently an independent board member at Covivio Hotels, a listed European investment and development company, also being the fourth-largest real estate investment trust in Europe with a portfolio worth an estimated EUR 23 billion.

Ms. Saitta has formerly been an independent board member at Beni Stabili (Groupe Covivio), located in Italy, chair of the supervisory board at Intesa Sanpaolo Card d.o.o, located in Croatia, and chair of the supervisory board at Consumer Finance Holding, located in Slovakia. In addition, Ms. Saitta has held several other positions within the Intesa Sanpaolo system.

Ms. Saitta graduated summa cum laude with a bachelor's degree in business administration from Università Commerciale Luigi Bocconi in 1994, and with a master in business administration from INSEAD in 1998. She speaks multiple languages.

Adriana is an Italian citizen and resides in France.