

## **The Nomination Committee's proposals and motivated opinion ahead of Fingerprint Cards AB's (publ) 2024 Annual General Meeting**

The Nomination Committee of Fingerprint Cards AB (publ) (the "**Company**"), which is comprised of Christian Lagerling (Chairman of the Board of Directors), Johan Carlström (shareholder), Helen Fasth Gillstedt (appointed by Handelsbanken Fonder) and Cornilla von Plomgren (representing the shareholder Roland Hanzén), has notified that it will present the following proposals at the Annual General Meeting ("**AGM**") in respect of items 2 and 11–15 of the proposed agenda included in the notice:

### ***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.

### ***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](http://www.bdo.se).

#### *Description of the nomination committee's work ahead of the AGM*

During the process of appointing the Nomination Committee, the Chairman of the Board has followed the applicable guidelines for the appointment of the members of the Nomination Committee and has thereby contacted the three largest shareholders in the Company in terms of votes.

Ahead of the 2024 AGM, the Nomination Committee has held ten formal meetings and in between held regular contacts concerning different issues of the Nomination Committee.

A board evaluation has been carried out by having members of the Board answer a number of questions about the Board's work. The answers were then compiled and reported by the Chairman of the Board and discussed by the Board. The Nomination Committee has thereafter in order to make correct assessments of the Board's composition, among other things, taken part of and, together with the Chairman of the Board, gone through the board evaluation and the Board's work as well as the Chairman of the Board's statement of the Company's operations, objectives and strategies.

With reference to the Company's ongoing transition process and the Company's financial situation, the Nomination Committee does not propose a raise of the Board remuneration. The Nomination Committee has during its work been in contact with a number of foreign board members and found that there is a need of a future adjustment of the board remuneration in order to attract such individuals for the Company's Board.

The Nomination Committee would like to emphasize that it is important for the Board members to be able to devote the time and care required to fulfill their duties as Board members in the Company and therefore, the Nomination Committee has assessed the extent of the Board members' assignments outside the Company and the time required for these assignments.

The Nomination Committee has applied item 4.1 of the Swedish Corporate Governance Code as diversity policy and continuously strives to meet the requirements of the Code on versatility, breadth and gender balance of the Board. With reference to the changes in the Board's composition made at the previous Annual General Meeting, the Nomination Committee deems that there should not be any changes to the Board composition this time and that the current composition is required for the Company's ongoing transition process (see more below). The Nomination Committee would like to empathize that a more even gender distribution must be prioritized going forward.

The Nomination Committee has also received the Audit Committee's recommendations on the election of auditor and shares the Audit Committee's opinion to propose re-election of the current audit firm and auditor.

#### *The Nomination Committee's assessments regarding the proposed composition of the Board*

In order to assess the demands that will be placed on the Board with regards to the Company's operations, transition process and other circumstances, the Nomination Committee has discussed the size and composition of the Board. In view of the well-functioning Board, as well as the demands on the Board going forward and the fact that Mario Shiliashki due to other commitments has declined re-election, the Nomination Committee considers that the Board going forward should consist of five (5) members. The Nomination Committee has thus concluded that the Company's CEO can remain on the Board.

The Nomination Committee has analyzed the competence and experience of the Board members as well as the gender balance, and compared this to the needs identified. The Nomination Committee considers that the proposed Board has the breadth and experience that the Company needs for the strategic challenges the Company faces in connection with the ongoing transition process. The Nomination Committee determines that the Board members proposed for re-election hold extensive experience from inter alia business, technology and financial markets, telecom and IT, the semiconductor industry, as well as in business law and corporate acquisitions. The Board also has the international experience that the Company, with its entire operations outside of Sweden, requires. The Nomination Committee deems that the proposed Board's competence and experience is required for the ongoing transition process. The proposed members also have deep sector expertise, experience and networks within fintech, payment solutions as well as information and cyber security. At the same time, the Nomination Committee is aware that it may become necessary during the ongoing financial year to propose additional board members that can strengthen the international experience in order to support the CEO and management in their work.