
Notice to attend Extraordinary 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 an Extraordinary General Meeting ("**EGM**" or the "**Meeting**") to be held at 13:00 on Friday, February 24, 2023, in Celsiussalen, Citykonferensen, Malmkillnadsgatan 46, Stockholm, Sweden.

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 general 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, a shareholder shall:

- a. be registered in the register of shareholders maintained by Euroclear Sweden AB as of Thursday, February 16, 2023, and
- b. give notice of attendance at the general 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 Monday, February 20, 2023, or submit a postal vote in accordance with the instructions set out in the section "*C. Voting by post*" no later than on Monday, February 20, 2023.

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 Thursday, February 16, 2023. 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 Monday, February 20, 2023, 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 February 20, 2023, either via www.fingerprints.com/egm2023, by telephone +46 (0) 771-24 64 00, by e-mail to proxy@computershare.se or by mail to: Computershare AB, "Fingerprint Cards AB EGM", 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 from the Company's website, www.fingerprints.com/egm2023. 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 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/egm2023;
2. Email Voting: Voting may be submitted by completing the voting form available on the Company's website, www.fingerprints.com/egm2023, and then emailing 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/egm2023, 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 EGM", 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 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 Monday, February 20, 2023. 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/egm2023. 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, ph. +46 771 24 64 00, between 9:00 a.m. and 4:00 p.m. (CET) weekdays.

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) Board of Directors' proposal regarding long-term incentive program (LTIP 2023), etc.
 - A. LTIP 2023
 - B. Hedge for LTIP 2023 in the form of newly issued class C shares etc.
- 8) Shareholder proposal regarding long-term incentive program for the Board of Directors (LTIP Board 2023), etc.
 - A. LTIP Board 2023
 - B. Hedge for LTIP Board 2023 in the form of newly issued class C shares etc.
- 9) Closing of the Meeting

Proposals for resolution

Item 2 – Election of Chairman for the Meeting

Attorney-at-law Björn Kristiansson is proposed to be appointed Chairman of the Meeting.

Item 7 – Board of Directors' proposal regarding long-term incentive program (LTIP 2023), etc.

The Board of Directors proposes that the Meeting pass a resolution on the implementation of a long-term incentive program 2023 (LTIP 2023). Below is a description of the main contents of the proposal. The Board of Director's complete proposal will be made available on the Company's website, www.fingerprints.com/egm2023.

A. LTIP 2023

The Board of Directors want to implement a long-term incentive program for the Executive management team, other managers, and key employees in order to attract and retain talent over time, increase engagement and performance and to encourage a personal long-term ownership in the Company. Therefore, the Board of Directors proposes that the Meeting approves the implementation of LTIP 2023 for the Executive management team, other managers and key employees within the Company. The Board of Directors has an intention to maintain the long-term incentive plan recurring on an annual basis.

Participants will, after a qualifying period, be given the opportunity to, without consideration, receive allotments of Fingerprint Shares (as defined below). Additionally, participants that are part of the

Executive management team will also, after a qualifying period, be given the opportunity to, against consideration, exercise call options issued by the Company which entitle to Fingerprint Shares. The number of allotted Fingerprint Shares and options will depend on the fulfilment of a performance requirement.

Fingerprint Shares are Class B shares in the Company (“**Fingerprint Shares**”). The term of LTIP 2023 is approximately three years.

The LTIP 2023 will be directed towards not more than 50 executive managers, other managers and key employees in the Company.

The participants shall be entitled to, after a certain Vesting Period (as defined below), provided continued employment and dependent on the fulfilment of a performance requirement during the financial years 2023-2025, receive allotment of Fingerprint Shares (“**Performance Shares**”). Executive managers will also be offered to, after the Vesting Period (as defined below), provided continued employment and dependent on the fulfilment of a performance requirement during the financial years 2023-2025, receive allotment of call options (“**Performance Options**”).

For executive managers, a part of the allotment of Performance Shares and/or Performance Options will also be conditional upon that the participant holds or acquires Fingerprint Shares and locks such shares into LTIP 2023 (“**Savings Shares**”). Savings Shares can be newly acquired Fingerprint Shares, Fingerprint Shares already held by the participant at the time of the launch of LTIP 2023, or a combination thereof.

Performance Shares are Fingerprint Shares and Performance Options are call options issued by the Company which entitle to Fingerprint Shares.

The performance requirement is linked to the Company’s earnings before interest, taxes, depreciation and amortization excluding items affecting comparability (“**Adjusted EBITDA**”). The participant shall not pay any consideration for the allotted Performance Shares and Performance Options.

The participant shall have the right to exercise the Performance Options commencing on the Banking Day after the end of the Vesting Period (as defined below) up until the date falling 10 Banking Days after the date of publication of the year-end report for the financial year 2026 (“**Exercise Period**”). However, exercise right during the Exercise Period will be limited to certain periods following the publication of quarterly reports. The exercise price when the participant exercises the Performance Option shall correspond to 235 per cent of the volume-weighted average price according to Nasdaq Stockholm’s official price list for the Fingerprint Share during the first ten trading days that directly follows the Meeting (the “**Exercise Price**”). The exercise of the Performance Options may be made by using so called net strike. Customary recalculation of the number of Performance Shares allotted per Savings Share, the Exercise Price as well as of the number of Fingerprint Shares that each Performance Option corresponds to may occur in certain situations.

Allotment of Performance Shares and Performance Options will be made during a limited period of time following the date of the publication of the quarterly report for the first quarter of 2026. The period up to this date is referred to as the “**Vesting Period**”.

The Board of Directors shall be authorised to waive and alter these conditions according to circumstances deemed reasonable and in accordance with customary provisions on so-called “good leavers” and “bad leavers”.

In the event of a change of control of the Company or a direct or indirect sale, transfer or other disposal of all or substantially all of the business and assets, the Vesting Period shall be deemed to have completed and the participants shall be entitled to allotment of the Performance Shares and the Performance Options as of the date when the transaction becomes unconditional.

In order for the participant to be entitled to receive allotment of Performance Shares and Performance Options, it is assumed that the participant remains an employee of Fingerprint during the full Vesting Period up until allotment and that the Adjusted EBITDA performance requirement is fulfilled. For participants that are part of the Executive management team, allotment of part of the Performance Shares and/or the Performance Options will also be conditional upon that the participant has kept all its Savings Shares for the full duration of the Vesting Period.

The program may comprise a maximum of 13,475,000 Fingerprint Shares (in the form of Performance Shares or Performance Options that entitle to Fingerprint Shares). A more detailed breakdown of the distribution between Performance Shares and Performance Options, maximum allotment within different categories of participants, as well as how much of the allocation to participants within the Executive management team that will be conditional upon an own investment, will be presented in the Board of Directors’ complete proposal for resolution, which will be made available on the Company’s website not later than three weeks before the Meeting.

The Board of Directors shall, in accordance with the resolutions by the Meeting set forth herein, be responsible for the detailed design and implementation of LTIP 2023. The Board of Directors may also decide on the implementation of an alternative cash-based incentive for participants in countries where the acquisition of Savings Shares or allotment of Performance Shares and/or Performance Options is not possible, as well as if otherwise considered appropriate. Such alternative incentive shall to the extent practically possible be designed to correspond to the terms of LTIP 2023. The intention is that the Board of Directors shall launch LTIP 2023 as soon as practicable after the Meeting.

In the event that the necessary majority is not obtained for the resolution on hedging measures according to item B below, the Board of Directors may ensure that the Company instead hedges itself against the financial exposure that LTIP 2023 is expected to entail 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 LTIP 2023. The relevant number of Fingerprint Shares shall correspond to the number of shares proposed to be issued and repurchased under item B below.

B. Hedge for LTIP 2023 in the form of newly issued class C shares etc.

The Board of Directors proposes that the implementation of LTIP 2023 shall be made in a cost-effective and flexible manner, and that the undertakings of the Company for delivery of Performance Shares as well as Fingerprint Shares at exercise of the Performance Options and the Company’s cash-flow for the payment of social fees primarily shall be hedged by a directed issue of convertible and

redeemable class C shares. These shares can be repurchased and converted into Fingerprint Shares and transferred in accordance with the following.

In order to enable the hedging measures described above, the Board of Directors proposes that the Meeting resolves in accordance with what is mentioned below in this item B, which resolutions shall be resolved upon as one resolution.

Amendment of the Articles of Association

The Board of Directors proposes that the Meeting, in order to enable the issuance of convertible and redeemable class C shares, resolves to amend sections § 5 and § 6 of the Company's Articles of Association in accordance with the below wording (new wordings highlighted). Please note that only amended paragraphs under the relevant sections are included below. For the complete proposal on new Articles of Association, please refer to the separate document available on the Company's website.

Current wording

§ 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 45,000,000 and Class B shares in a maximum number of 555,000,000.

[...]

Proposed wording

The Company's shares may be issued in three classes, designated Class A carrying ten (10) votes per share, Class B carrying one (1) vote per share and Class C carrying one (1) vote per share. Class A shares may be issued in a maximum number of 45,000,000, Class B shares in a maximum number of 555,000,000 and Class C shares may be issued up to an amount corresponding to the full share capital.

[...]

Class C shares do not entitle to dividends. Upon the company's liquidation, Class C shares carry an equal right to the company's assets as ordinary shares, however not to an amount exceeding up to the quota value of the share.

The Board of Directors may resolve on reduction of the share capital by redemption of all outstanding Class C shares. In case of a resolution on redemption, holders of Class C shares shall be obliged to redeem all Class C shares against a redemption amount corresponding to the share's quota value. Payment of the redemption amount shall be made as soon as possible.

Class C shares held by the Company may, upon request by the Board of Directors, be reclassified into Class B shares. Immediately thereafter, the



Board of Directors shall report the reclassification to the Swedish Companies Registration Office (Sw. *Bolagsverket*) for registration. The reclassification is effected when it has been registered in the Swedish Register of Companies and the reclassification been noted in the Swedish Central Securities Depository Register.

§ 6 Pre-emption rights

If the Company decides to issue new Class A and Class B shares through a cash issue or an offset issue, holders of Class A and Class B shares have pre-emption rights to subscribe for new shares of the same class in relation to the number of shares already held (primary pre-emption right).

[...]

If the Company decides by means of a cash or offset issue to issue shares of only Class A or Class B, all shareholders, irrespective of whether their shares are of Class A or Class B, have pre-emption rights to subscribe for new shares in proportion to the number of shares owned prior to the issue.

[...]

If the Company decides to issue new Class A, Class B and Class C shares through a cash issue or an offset issue, holders of Class A, Class B and Class C shares have pre-emption rights to subscribe for new shares of the same class in relation to the number of shares already held (primary pre-emption right).

[...]

If the Company decides by means of a cash or offset issue to issue shares of only Class A, Class B or Class C, all shareholders, irrespective of whether their shares are of Class A, Class B or Class C, have pre-emption rights to subscribe for new shares in proportion to the number of shares owned prior to the issue.

[...]

Authorization for the Board of Directors to resolve on a directed issue of class C shares

The Board of Directors shall be authorized to resolve on a directed issue of Class C Shares on the following terms and conditions:

- (a) The maximum number of class C shares to be issued is 13,475,000.
- (b) With derogation from the shareholders' preferential rights, the new class C Shares may only be subscribed for by a pre-consulted external party.
- (c) The amount to be paid for each new class C share (the subscription price) shall correspond to the share's quota value at the time of subscription.
- (d) The authorization may be exercised on one or several occasions until the Annual General Meeting 2023.
- (e) The purpose of the authorization is to hedge the undertakings of the Company according to LTIP 2023.

Authorization for the Board of Directors to repurchase class C shares

The Board of Directors shall be authorized to repurchase class C shares on the following terms and conditions:

- (a) Repurchase can only take place by way of an acquisition offer directed to all holders of class C shares in the Company.
- (b) The maximum number of class C shares to be repurchased shall amount to 13,475,000.
- (c) Repurchase shall be made at a cash price per share of minimum 100 and maximum 110 per cent of the quota value applicable to the repurchased class C shares at the time of repurchase.
- (d) The Board of Directors shall have the right to resolve on other terms and conditions for the repurchase.
- (e) Repurchase may also be made of a so-called interim shares regarding such class C shares, by Euroclear Sweden AB designated as a Paid Subscribed Share (Sw. *Betald Tecknad Aktie, BTA*).
- (f) The authorization may be exercised on one or several occasions until the Annual General Meeting 2023.
- (g) The purpose of the authorization is to hedge the undertakings of the Company according to LTIP 2023.

Resolution on transfer of own Fingerprint Shares to participants in LTIP 2023

The Board of Directors proposes that transfer of own Fingerprint Shares within the framework of LTIP 2023 takes place on the following terms and conditions:

- (a) A maximum number of 13,475,000 Fingerprint Shares may – with derogation from the shareholders' preferential rights – be transferred to participants in LTIP 2023, of which a certain part of the shares, corresponding to the Performance Shares, may be transferred free of charge and a certain part of the shares may be transferred to participants at exercise of the Performance Options at the pre-determined Exercise Price, however, taking into account the net strike so that the number of shares are reduced to the number corresponding to the gain inherent in the Performance Options, which shall result in a corresponding net outcome for participants.
- (b) The terms for these transfers, the number of shares in each transaction and the timing for the transactions shall be as stipulated in the terms and conditions of LTIP 2023.
- (c) Customary recalculation of the number of Performance Shares allotted per Savings Share, the Exercise Price as well as of the number of Fingerprint Shares that each Performance Option corresponds to may occur if the share capital or the number of shares in the Company changes through e.g. a bonus issue, split or reverse split, redemption of shares, certain new issues and other similar corporate events.

Authorization for the Board of Directors to transfer own Fingerprint Shares to cover costs for LTIP 2023

The Board of Directors proposes that the Meeting resolves to authorize the Board of Directors to resolve on the transfer of own Fingerprint Shares on the following terms and conditions:

- (a) Transfer of Fingerprint Shares may be made over Nasdaq Stockholm (the exchange) at a price per Fingerprint Share that is within the price range registered at any given time.
- (b) Transfers may be undertaken of up to all Fingerprint Shares held by the Company at the time of the Board of Directors' resolution.
- (c) The authorization may be used on one or several occasions up until the next Annual General Meeting.
- (d) Transfers may only be made in order to hedge the cash-flow related to the Company's payments of social security contributions in relation to LTIP 2023.

The Board of Directors intends that this authorization will be proposed to be repeated as a new annual decision by each Annual General Meeting during the term of LTIP 2023.

Reasons for the deviation from the shareholders' preferential rights etc.

The reason for deviation from the shareholders' preferential rights is to implement the proposed LTIP 2023 as set out herein. In order to minimize costs for LTIP 2023, the subscription price shall equal the class C share's quota value.

As the Board of Directors considers that the most cost-effective method of transferring Fingerprint Shares under LTIP 2023 is to transfer Fingerprint Shares owned by the Company, the Board of Directors proposes that the transfer is hedged in this way in accordance with this item B. Should the necessary majority not be obtained for the proposal in this item B, the Company may enter into a share swap agreement in accordance with item A above.

Majority requirements

A valid resolution under item A above requires a majority of more than half of the votes cast at the Meeting.

A valid resolution under item B above requires that shareholders representing not less than nine-tenths (90%) of the votes cast as well as the shares represented at the Meeting approve the resolution.

Item 8 – Shareholder proposal regarding long-term incentive program for the Board of Directors (LTIP Board 2023), etc.

Johan Carlström with company (the "Proposer"), who represent approximately 5.2 per cent of the shares and 18.9 per cent of the votes in the Company, proposes that the Meeting pass a resolution on the implementation of a long-term incentive program 2023 for the Board of Directors of the Company (LTIP Board 2023). Below is a description of the main contents of the proposal. The

complete proposal will be made available on the Company's website, www.fingerprints.com/egm2023.

A. LTIP Board 2023

Under item 7 of the agenda for the Meeting, the Board of Directors proposes the implementation of a long-term incentive program for the Executive management team, other managers, and key employees in order to attract and retain talent over time, increase engagement and performance and to encourage a personal long-term ownership in the Company.

The Proposer proposes that a similar program is implemented for the Board of Directors in accordance with this item 8 in order to offer the members of the Board of Directors ("**Board Members**") a similar possibility to take part in a value growth in the Fingerprint Share, which is expected to increase the long-term commitment to the Company's operation and earnings development and to raise the motivation and sense of belonging with the Company. The Proposer intends to propose that the long-term incentive plan is renewed on an annual basis.

Board Members will, after three qualifying periods and assuming an investment of their own in Fingerprint Shares, be given the opportunity to, without consideration, receive allotments of Fingerprint Shares. The number of allotted Fingerprint Shares will depend on the number of Fingerprint Shares that they hold or have acquired and on the fulfilment of a performance requirement.

The LTIP Board 2023 is directed towards the current five Board Members of the Company.

Participation in the LTIP Board 2023 assumes that the participant holds or acquires Fingerprint Shares and locks such shares into LTIP Board 2023 ("**Savings Shares**") up to and including the date of the publication of the quarterly report for the first quarter of 2026 ("**Lock-up Period**"). Savings Shares can be newly acquired Fingerprint Shares, Fingerprint Shares already held by the participant at the time of the launch of LTIP Board 2023, or a combination thereof. For each Savings Share, the participant shall be entitled to, provided that the Savings Shares are held for the full duration of the Lock-up Period and dependent on the fulfilment of a performance requirement during the financial years 2023-2025, receive allotment of Fingerprint Shares ("**Performance Shares**"). The amount of Performance Shares that are allotted to each participant shall vest gradually over approximately three years, conditional upon continued assignment in the Company.

The performance requirement is linked to the Company's earnings before interest, taxes, depreciation and amortization excluding items affecting comparability ("**Adjusted EBITDA**"). The participant shall not pay any consideration for the allotted Performance Shares.

Customary recalculation of the number of Performance Shares allotted per Savings Share may occur in certain situations.

Allotment of Performance Shares will be made during a limited period of time following the date of the publication of the quarterly report for the first quarter of 2026. The period from the launch of the LTIP Board 2023 up to this date is divided into three vesting periods, where the first assignment vesting period commences upon launch of LTIP Board 2023 and ends the day before the Annual General Meeting 2024, the next assignment vesting period commences on the date of the Annual

General Meeting 2024 and ends the day before the Annual General Meeting 2025, and the last assignment vesting period commences on the date of the Annual General Meeting 2025 and ends at the earlier of the day before the Annual General Meeting 2026 and the date of the publication of the quarterly report for the first quarter of 2026 (each period referred to as an “**Assignment Vesting Period**” and together as the “**Full Vesting Period**”).

The total amount of Performance Shares that are allotted to each participant shall be vested in equal parts as of the final date of each Assignment Vesting Period (i.e. approximately 33 percent of the total number of Performance Shares will be vested after each Assignment Vesting Period), conditional on continued assignment as a member of the Board of Directors in the Company. For example, a participant that is still a Board Member on the day before the Annual General Meeting 2024 will be allowed to keep the Performance Shares vested during that Assignment Vesting Period (i.e. approximately 33 per cent of the maximum allotment), a participant that is still a Board Member on the day before the Annual General Meeting 2025 will be allowed to keep the Performance Shares vested during the current and previous Assignment Vesting Periods (i.e. approximately 67 per cent of the maximum allotment), and a participant that is still a Board Member on the earlier of the day before the Annual General Meeting 2026 and the date of the publication of the quarterly report for the first quarter of 2026 will be allowed to keep all Performance Shares vested during the current and previous Assignment Vesting Periods (i.e. 100 per cent of the maximum allotment).

The Nomination Committee shall be authorised to waive and alter the vesting conditions according to circumstances deemed reasonable and in accordance with customary provisions on so-called “good leavers”.

In the event of a change of control of the Company or a direct or indirect sale, transfer or other disposal of all or substantially all of the business and assets, the Full Vesting Period shall be deemed to have completed and the participants shall be entitled to allotment of the Performance Shares as of the date when the transaction becomes unconditional.

All vested Performance Shares (i.e. independent of the date of vesting) will be allotted following the Full Vesting Period. In order for the participant to be entitled to receive allotment of vested Performance Shares, it is assumed that the Adjusted EBITDA performance requirement is fulfilled and that the participant has kept all its Savings Shares for the full duration of the Lock-Up Period.

The maximum allotment of Performance Shares to the participants will be presented in the complete proposal for resolution, which will be made available on the Company’s website not later than three weeks before the Meeting.

The Nomination Committee (excluding any members thereof who also serve on the Board of Directors, as the case may be) shall be responsible for the implementation of, and shall engage an external advisor to handle the implementation and administration of, the LTIP Board 2023 in accordance with the resolutions by the Meeting set forth herein. The Nomination Committee shall have the right to charge the Company with reasonable costs connected to the implementation and administration of the LTIP Board 2023, including the costs for such advisor. The intention is that the LTIP Board 2023 shall be launched as soon as practicable after the General Meeting.

In the event that the necessary majority is not obtained for the resolution on hedging measures according to item B below, the Board of Directors may ensure that the Company instead hedges itself against the financial exposure that LTIP Board 2023 is expected to entail 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 LTIP Board 2023. The relevant number of Fingerprint Shares shall correspond to the number of shares proposed to be issued and repurchased under item B below.

B. Hedge for LTIP Board 2023 in the form of newly issued class C shares etc.

The Proposer proposes that the implementation of LTIP Board 2023 shall be made in a cost-effective and flexible manner, and that the undertakings of the Company for delivery of Performance Shares and the Company's cash-flow for the payment of social fees primarily shall be hedged by a directed issue of convertible and redeemable class C shares. These shares can be repurchased and converted into Fingerprint Shares and transferred in accordance with the following.

In order to enable the hedging measures described above, the Proposer proposes that the Meeting resolves in accordance with what is mentioned below in this item B, which resolutions shall be resolved upon as one resolution.

It is noted that the issuance of class C shares is conditional upon the amendment of the Articles of Associations in accordance with the proposal under item 7B above.

Authorization for the Board of Directors to resolve on a directed issue of class C shares

The Board of Directors shall be authorized to resolve on a directed issue of Class C Shares on the following terms and conditions:

- (a) The maximum number of class C shares to be issued is 4,725,000.
- (b) With derogation from the shareholders' preferential rights, the new class C Shares may only be subscribed for by a pre-consulted external party.
- (c) The amount to be paid for each new class C share (the subscription price) shall correspond to the share's quota value at the time of subscription.
- (d) The authorization may be exercised on one or several occasions until the Annual General Meeting 2023.
- (e) The purpose of the authorization is to hedge the undertakings of the Company according to LTIP Board 2023.

Authorization for the Board of Directors to repurchase class C shares

The Board of Directors shall be authorized to repurchase class C shares on the following terms and conditions:

- (a) Repurchase can only take place by way of an acquisition offer directed to all holders of class C shares in the Company.
- (b) The maximum number of class C shares to be repurchased shall amount to 4,725,000.
- (c) Repurchase shall be made at a cash price per share of minimum 100 and maximum 110 per cent of the quota value applicable to the repurchased class C shares at the time of repurchase.

- (d) The Board of Directors shall have the right to resolve on other terms and conditions for the repurchase.
- (e) Repurchase may also be made of a so-called interim shares regarding such class C shares, by Euroclear Sweden AB designated as a Paid Subscribed Share (Sw. Betald Tecknad Aktie, BTA).
- (f) The authorization may be exercised on one or several occasions until the Annual General Meeting 2023.
- (g) The purpose of the authorization is to hedge the undertakings of the Company according to LTIP Board 2023.

Resolution on transfer of own Fingerprint Shares to participants in LTIP Board 2023

The Proposer proposes that transfer of own Fingerprint Shares within the framework of LTIP Board 2023 takes place on the following terms and conditions:

- (a) A maximum number of 4,725,000 Fingerprint Shares may – with derogation from the shareholders’ preferential rights – be transferred free of charge to participants in LTIP Board 2023.
- (b) The terms for these transfers, the number of shares in each transaction and the timing for the transactions shall be as stipulated in the terms and conditions of LTIP Board 2023.
- (c) Customary recalculation of the number of Performance Shares allotted per Savings Share may occur if the share capital or the number of shares in the Company changes through e.g. a bonus issue, split or reverse split, redemption of shares, certain new issues and other similar corporate events.

Authorization for the Board of Directors to transfer own Fingerprint Shares to cover costs for LTIP Board 2023

The Proposer proposes that the Meeting resolves to authorize the Board of Directors to resolve on the transfer of own Fingerprint Shares on the following terms and conditions:

- (a) Transfer of Fingerprint Shares may be made over Nasdaq Stockholm (the exchange) at a price per Fingerprint Share that is within the price range registered at any given time.
- (b) Transfers may be undertaken of up to all Fingerprint Shares held by the Company at the time of the Board of Directors’ resolution.
- (c) The authorization may be used on one or several occasions up until the next Annual General Meeting.
- (d) Transfers may only be made in order to hedge the cash-flow related to the Company’s payments of social security contributions in relation to LTIP Board 2023.

The Proposer intends that this authorization will be proposed to be repeated as a new annual decision by each Annual General Meeting during the term of LTIP Board 2023.

Reasons for the deviation from the shareholders' preferential rights etc.

The reason for deviation from the shareholders' preferential rights is to implement the proposed LTIP Board 2023 as set out herein. In order to minimize costs for LTIP Board 2023, the subscription price shall equal the class C share's quota value.

Should the necessary majority not be obtained for the proposal in this item B, the Company may enter into a share swap agreement in accordance with item A above.

Majority requirements

A valid resolution under item A above requires a majority of more than half of the votes cast at the Meeting.

A valid resolution under item B above requires that shareholders representing not less than nine-tenths (90%) of the votes cast as well as the shares represented at the Meeting approve the resolution.

E. 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 possible to provide such information without significant harm to the Company.

F. Documentation and number of shares and votes

Documentation will be available at the Company and on its website, www.fingerprints.com/egm2023, 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.

On the date of publication of this official notification, the total number of shares in the Company is 424,492,719 (7,875,000 A-shares and 416,617,719 B-shares). The total number of votes is 495,367,719. The Company holds 3,800,000 own B-shares.

G. Processing of personal data

For information on how personal data is processed in connection with the EGM, 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.



FINGERPRINTS

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Board of Directors