



Press release, Gothenburg
May 7, 2014

Annual General Meeting of Fingerprint Cards AB (publ)

The shareholders of Fingerprint Cards AB (publ), Corp. Reg. No. 556154-2381, (referred to below as “the Company”) are hereby invited to attend the Annual General Meeting to be held at 5:30 p.m. on Wednesday, June 4, 2014 at the Radisson Blu Scandinavia Hotel, Södra Hamngatan 59-65 in Gothenburg, Sweden.

A. Right to participate in the Meeting

Shareholders wishing to attend the Annual General Meeting (AGM) must be entered in the share register maintained by Euroclear Sweden AB by Wednesday, May 28, 2014, and notify the Company of their intention to attend the Meeting no later than May 28, 2014, at 4:00 p.m. via the company’s website www.fingerprints.com/arsstamma, by telephoning +46 8-518 01 553 or by regular mail to the following address: Fingerprint Cards AB, c/o Computershare, Box 610, SE-182 16 Danderyd.

On giving notice of attendance, shareholders must state their name, personal or corporate identity number, address, telephone number, e-mail address, any advisors and shareholdings. A proxy form for shareholders wishing to participate via proxy will be available from the Company’s website, www.fingerprints.com. Shareholders represented by proxy must issue a dated power of attorney authorizing the representation. If power of attorney is issued by a legal entity, a certified copy of the registration certificate or the equivalent for the legal entity must be appended. The power of attorney and registration certificate must be sent by letter to the Company at the above-stated address in due time prior to the AGM. Documents may not be older than one year.

To be entitled to participate in the proceedings of the AGM, owners with shares nominee-registered through a bank’s trustee department or other trustee must temporarily register the shares in their own name with Euroclear Sweden AB. Such registration must be completed as of May 28, 2014, and the trustee should therefore be notified in due time before the said date. Participation passes for those shareholders who have registered an intention to participate in the AGM will be sent by regular mail starting on May 30, 2014. It will be necessary to display the participation pass when entering the AGM premises.

B. Business at the Meeting

Proposal for 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 approve the minutes
- 6) Determination 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 Group Auditor’s Report
- 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 profits according to the adopted Balance Sheet
 - c) discharge from liability of the Board of Directors and the President
- 10) Determination of the number of Board members
- 11) Determination of remuneration of the Board of Directors
- 12) Determination of remuneration of the auditors
- 13) Election of Board members and Chairman of the Board
- 14) Election of auditors;
- 15) Board of Directors’ motion concerning the composition of the Nomination Committee
- 16) Board of Directors’ motion concerning approval of guidelines for remuneration of senior executives
- 17) Board of Directors’ motion concerning authorization of the Board, until the time of the next AGM, to resolve upon the issue of Class B shares to institutional and financial investors, disapplying the preferential rights of shareholders



- 18) Board of Directors' motion concerning authorization of the Board, until the time of the next AGM, to resolve on the issue of shares with preferential rights for shareholders
- 19) Board of Directors' motion concerning authorization of the Board to execute minor adjustments to decisions taken at the AGM in conjunction with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.
- 20) Closing of the meeting

Proposals for resolution, etc.

The Nomination Committee's proposals relating to items 2, 10-15 on the agenda

The Nomination Committee was formed in accordance with the resolution passed by the 2013 AGM and comprises Dimitrij Titov, Lars Söderfjell and Tommy Trollborg.

Item 2 – Election of Chairman of the Meeting

The Nomination Committee proposes that attorney-at-law Dimitrij Titov be appointed Chairman of the AGM.

Item 10 – Determination of the number of Board members

The Nomination Committee proposes that the Board of Directors comprise six (6) regular members and no deputy members.

Item 11 – Determination of remuneration of Board of Directors

The Nomination Committee proposes that the Board of Directors be paid fees totaling SEK 1,230,000, of which SEK 350,000 to the Chairman of the Board and SEK 220,000 to each of the other non-executive Board members. If tax-related prerequisites for invoicing exist, and on condition that it is cost-neutral for the company, the possibility to invoice director fees from the member's own company will be provided. If a Board member invoices his/her director fee via a company, the fee will be increased by an amount corresponding to social security contributions and statutory VAT.

Item 12 – Determination of remuneration of the auditors

Remuneration of auditors is to be paid in accordance with approved invoices.

Item 13 – Election of Board members and Chairman of the Board

The Nomination Committee proposes the reelection of Urban Fagerstedt, Christer Bergman, Alexander Kotsinas, Tord Wingren and Johan Carlström and the new election of Eva Lindqvist. It is proposed that Urban Fagerstedt be reelected as Chairman of the Board.

A detailed description of the proposed members is available at the Company's website, www.fingerprints.com.

Item 14 – Election of auditors

The Nomination Committee proposes that the company have a registered firm of accountants as its auditor and that the registered firm of accountants KPMG AB be reelected as the company's auditor for a period in office of one year up until the end of the 2015 AGM. KPMG AB has announced the intention that Authorized Public Accountant Johan Kratz be appointed Auditor-in-Charge.

Item 15 – Resolution concerning the Nomination Committee

The Nomination Committee proposes Tommy Trollborg, Dimitrij Titov and Lars Söderfjell as its members until the 2015 AGM. The period in office of the Nomination Committee extends until such time as a new Nomination Committee is appointed. The Nomination Committee is to appoint from its own numbers a chairman who must not be the Chairman of the Board. Should a member of the Nomination Committee step down from the Committee before the 2015 AGM, the members of the Nomination Committee are entitled to jointly appoint another representative of the major shareholders to replace the outgoing member.

The Nomination Committee is to draft proposals on the following issues for resolution by the 2015 AGM:

- Nomination of Chairman of the Meeting
- Composition of the Board of Directors
- Nomination of Chairman of the Board
- Nomination of auditors



- Remuneration of Board members
- Remuneration of auditors
- Nomination Committee for 2015 AGM

The Board of Directors' motions for resolution concerning items 9b, 16-19 on the agenda

Item 9 b – Appropriation of the Company's profits

The Board of Directors and the President propose that the net profit/loss for the year, non-restricted funds and retained earnings be appropriated in accordance with the motion in the Annual Report. It is proposed that no dividend be paid.

Item 16 – The Board of Directors' motions for resolution concerning approval of guidelines for remuneration of senior executives

A Remuneration Committee elected from among the Board's members is to be assigned the task of preparing guidelines for salaries and other employment conditions for the President and other senior executives, and presenting proposals to the Board for decisions on such matters. The Board is to determine the salary and other remuneration paid to the President. The President is to determine the salary and other remuneration paid to other senior executives in accordance with the Board's guidelines. The term "other senior executives" refers to the three individuals who alongside the President comprise Group management. Basic remuneration levels are to be market based. Remuneration comprises a fixed basic salary, variable remuneration calculated according to predetermined targets, other benefits, pension and financial instruments in the form of warrants. The division between fixed salary and variable remuneration is to be proportionate to the executive's responsibilities and authorities. The variable remuneration for the President and other senior executives may not exceed 40% of their total salary. For the salary review in 2014 and onward, most of the review is to focus on the variable component with the aim of increasing the percentage of performance-based salary. Pensions are based on defined-contribution solutions. The period of notice from the Company is not to exceed six months. During the notice period of not more than six months, full salary and employment benefits are to be paid. Decisions regarding share and share-price-based incentive programs are made by the AGM.

Item 17 – The Board of Directors' motions for resolution concerning authorization of the Board to decide on the issue of Class B shares disapplying the preferential rights of shareholders

The Board of Directors proposes that the Board be authorized, on one or more occasions until the next AGM, to make decisions on the issue of a total of not more than 10,000,000 Class B shares, subject to the limits stipulated by the Articles of Association and observing the use of the authorization described in Item 18 of the agenda, in order to finance and facilitate the accelerated expansion and development of the Company, its market and products; that decisions to issue shares may be made by disapplying the shareholders' preferential rights (the shares are primarily to be subscribed for by institutional and financial investors); that the shares be paid for in cash at an issue price per share that will be determined by the Board at a later date based on the price determined on the basis of market terms and conditions.

Item 18 – The Board of Directors' motion for resolution concerning authorization of the Board to resolve on the issue of shares with preferential rights for shareholders

The Board of Directors proposes that the Board be authorized, on one or more occasions until the next AGM, subject to the limits stipulated by the Articles of Association, to make decisions on the issue of a total of not more than 10,000,000 shares, with preferential rights for shareholders, in order to finance and ensure the continued expansion and development of the Company, its market and products.

Item 19 – Minor adjustments

It is proposed that the Meeting authorize the Board or the party 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.

C. Information, documentation and number of shares and votes

For valid resolutions pursuant to Item 17 above, the resolution must have the support of not less than two-thirds of both the votes cast and the number of shares represented at the Meeting.



If so requested by any shareholder and if the Board deems that it will not pose any material damage for the Company, the Board and the President are to disclose information concerning circumstances that could affect the assessment of an item on the agenda, circumstances that could impact the financial situation of Fingerprint Cards or its subsidiaries, and Fingerprint Card's relationship with other Group companies, as well as its consolidated financial statements.

The financial statements, auditor's report, auditor's statement and other documentation will be available at the Company and from its website, www.fingerprints.com, 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 was 51,661,135. The total number of votes was 67,461,135.

Gothenburg, May 2014
Fingerprint Cards AB (publ)
Board of Directors

For more information contact:

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About Fingerprint Cards AB (publ)

Fingerprint Cards AB (FPC) markets, develops and produces biometric components and technologies that through the analysis and matching of an individual's unique fingerprint verify the person's identity. The technology consists of biometric sensors, processors, algorithms and modules that can be used separately or in combination with each other. The competitive advantages offered by the FPC's technology include unique image quality,

extreme robustness, low power consumption and complete biometric systems. With these advantages and the ability to achieve extremely low manufacturing costs, the technology can be implemented in volume products such as smart cards and mobile phones, where extremely rigorous demands are placed on such characteristics. The company's technology can also be used in IT and Internet security, access control, etc.

Fingerprint Cards AB (publ) discloses this information pursuant to the Swedish Securities Market Act (2007:528) and the Swedish Financial Instruments Trading Act (1991:980). The information was issued for publication on May 7 2014, at 08:00 AM CET.

Important information

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