



Press release, Gothenburg
April 22, 2016

Fingerprint Cards' Nomination Committee proposes Jan Wäreby as Chairman of the Board

The Nomination Committee proposes that Jan Wäreby be newly elected as Chairman of the Board, and that Peter Carlsson, Michael Hallén, Åsa Hedin and Tomas Mikaelsson be newly elected as Members of the Board of Fingerprint Cards AB. The Nomination Committee proposes the reelection of Urban Fagerstedt, Lars Söderfjell, Carl-Johan von Plomgren, Jan Wäreby and Katarina Bonde. Chairman of the Board Urban Fagerstedt has declined reelection as Chairman of the Board and Alexander Kotsinas has also declined reelection.

"Now that the Company is entering a new development phase, the Nomination Committee has pursued the objective of broadening competencies on and the versatility of the Board of Directors. At the same time, we have increased the number of Board members, since we have concluded that the Company's development and the execution of the Company's strategy, focusing on new verticals, will benefit from a broad composition. The proposal that Jan Wäreby be elected as new Chairman of the Board is related to continued focus on technological development, to which Urban Fagerstedt intends to devote more time. Jan Wäreby's networks and experience of international marketing and sales are competencies that I believe are important for further developing the Company's global strategy", says Dimitrij Titov, Chairman of the Nomination Committee.

The Nomination Committee's reasoned statement concerning its proposed membership of the Board

In order to assess the requirements to which the Board of Directors will be exposed in respect of the Company's operations, development and conditions in general, the Nomination Committee has discussed the size and composition of the Board of Directors. As the basis for its work, the Nomination Committee has conducted, inter alia, an evaluation of the Board and its work, and has familiarized itself with the Chairman of the Board's report on the Company's operations, objectives and strategies. In the opinion of the Nomination Committee, considering, inter alia, the Company's operations and its phase of development, the proposed Board of Directors has the breadth and versatility required to maintain and develop the Company's operations. The gender distribution of the proposed Board is more even than before and the Nomination Committee pursues an ambition that the efforts to achieve even gender distribution will continue. The background to the proposed increase in the number of Board members is that the Company is entering a new phase, in which it will develop new business areas. The new Board members will contribute needed competencies in this new phase of the Company's development and operations.

The background to the proposed change of Chairman of the Board is that Urban Fagerstedt intends to devote more time to matters involving technological development. The Nomination Committee proposes that Jan Wäreby take over the chairmanship, something to which he is exceptionally well suited in view of his multiyear experience of international companies and rock-solid experience of international businesses.

Presentation of proposed new Members of the Board

Peter Carlsson, M.Sc. (Economics) (born 1970), Board member

Peter Carlsson has a degree from Luleå University of Technology focusing on production & quality control and professional experience from senior executive positions in the fields of procurement and logistics (Tesla Motors), procurement and outsourcing (NXP Semiconductors) and global procurement (Sony Ericsson). Peter Carlsson has broad expertise in industrializing procurement and logistic processes in high-growth companies.

Peter Carlsson is Board member of Metso, Orbital-systems and Ketra Lighting and is Executive Advisor at Clean Motion, Oden Tech and Elementum. He is also member of the Board of the Swedish-American Chamber of Commerce in San Francisco.

Peter Carlsson is independent in relation to the Company and the Company's major shareholders.
Holding in Fingerprint Cards: 0

Michael Hallén, M.Sc. (born 1964), Board member

Michael Hallén holds a Master of Science degree in Engineering Physics from Chalmers University of Technology in Gothenburg and has longstanding experience of senior executive positions in the fields of technology and software companies, such as in his current position as CEO of Q-Matic Group AB and former positions as CEO of Boss Media and IFS. Michael Hallén's longstanding experience of both entrepreneurial and global companies is a key competency.

Michael Hallén is chairman of the Board of Paxport AB and has a number of directorships in technology and software companies.

Michael Hallén is independent in relation to the Company and the Company's major shareholders.
Holding in Fingerprint Cards: 0

Åsa Hedin, M.Sc. (born 1962), Board member

Åsa Hedin has a M.Sc. degree in biophysics from the University of Minnesota and a bachelor's degree in physics from Gustavus Adolphus College. Åsa Hedin has longstanding experience of senior executive positions in the field of medical equipment, from such global companies as Elekta, Gambro and Siemens Healthcare and has in-depth microtechnology expertise.

Åsa Hedin is Member of the Board of E. Öhman J:or Fonder AB, Nolato AB, Svenska rymdaktiebolaget, CellaVision AB, Tobii AB and Immunovia AB (publ). She also serves as Industrial Advisor to the Department of Microtechnology and Nanoscience at Chalmers AB.

Åsa Hedin is independent in relation to the Company and the Company's major shareholders.
Holding in Fingerprint Cards: 0

Tomas Mikaelsson (born 1956), Board member

Tomas Mikaelsson, with a degree in Business Administration from IHM Business School in Stockholm, strengthens the Board's breadth and expertise in marketing and sales. Tomas Mikaelsson has longstanding experience and extensive knowledge of the telecom and mobile communications industry, where he has held senior executive positions in such companies as Omnipoint (T-Mobile) and Affinity Internet. Tomas Mikaelsson also has extensive marketing and sales experience from Europe.

Tomas Mikaelsson is Member of the Board and CEO of ZetiQ AB and Member of the Board of Sourcingprovider Sweden AB.

Tomas Mikaelsson is dependent in relation to the Company but independent to the Company's major shareholders.

Holding in Fingerprint Cards: 0

[The Nomination Committee's proposal ahead of the 2016 Annual General Meeting of Fingerprint Cards AB \(publ\)](#)

The Nomination Committee, which comprises Dimitrij Titov, Tommy Trollborg and Johan Carlström, has notified the fact that it will present the following proposals at the Annual General Meeting (AGM) in respect of Items 2 and 11-16 of the agenda included in the official notice:

Item 2 – Election of Chairman for the Meeting

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

Item 11 – Determination of the number of Board members

The Nomination Committee proposes that the Board of Directors comprise nine (9) regular members and no deputy members.

Item 12 – Determination of remuneration of Board of Directors

The Nomination Committee proposes that the Board of Directors be paid fees totaling SEK 4,050,000, of which SEK 850,000 to the Chairman of the Board and SEK 400,000 to each other Board member.

Fees for work on committees will be payable in an amount of of SEK 460,000, to be distributed as follows:

Audit Committee: SEK 150,000 to the Chairman and SEK 75,000 to each other member.

Remuneration Committee: SEK 80,000 to the Chairman and SEK 40,000 to each other member.

If tax-related prerequisites for invoicing exist, and on condition that it is cost-neutral for the Company, the invoicing of director fees from the member's own company will be permissible. 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 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 the reelection of Urban Fagerstedt, Lars Söderfjell, Carl-Johan von Plomgren, Jan Wäreby and Katarina Bonde and the election of Peter Carlsson, Michael Hallén, Åsa Hedin and Tomas Mikaelsson as new Members of the Board. It is proposed that Jan Wäreby be newly elected as Chairman of the Board. Alexander Kotsinas has declined reelection and Urban Fagerstedt has declined reelection as Chairman of the Board.

ITEM 15 – Election of auditor

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 auditor for a term of office of one year up until the end of the 2017 AGM. KPMG AB has announced the intention that Authorized Public Accountant Johan Kratz be appointed Auditor-in-Charge.

Item 16 – Resolution concerning the Nomination Committee

The Nomination Committee proposes to the AGM that a new Nomination Committee be appointed prior to the 2017 AGM by having the Chairman of the Board contact the largest shareholder in terms of the votes registered as owned or the largest shareholder in some other known manner as per September 1, 2016 and to urge this shareholder to appoint three members to the Nomination Committee. Thereafter, support for the proposal by the largest shareholder's in terms of voting rights concerning a new Nomination Committee is to be sought among the shareholders who are the second and the third largest in terms of owner-registered votes or in some other known manner as per September 1, 2016. If these have no objection, the proposal of the largest shareholder in terms of voting rights shall prevail. Should the three largest shareholders in terms of votes be unable to reach agreement on the composition of the Nomination Committee, they shall instead appoint one member each. The Nomination Committee will comprise the members appointed in the aforementioned manner. Should a shareholder who has appointed one of the members of the Nomination Committee cease to belong to the three largest shareholders in the Company in terms of voting power, or should a member of the Nomination Committee step down from the Committee prior to the 2017 AGM for some other reason, the members of the Nomination Committee in consultation with the three largest shareholders in terms of voting rights are to be entitled to appoint another representative of the three largest shareholders in terms of voting rights to replace such a member. The names of the members of the Nomination Committee and information on the person appointed Chairman of the Nomination Committee shall be announced no later than six months prior to the 2017 AGM. The Nomination Committee shall appoint from among its numbers a chairman, who may not be the Chairman of the Board.

The Nomination Committee is to draft proposals on the following issues for resolution by the 2017 AGM:

- proposal concerning Chairman of the Meeting
- proposal concerning Members of the Board of Directors



FINGERPRINTS

- proposal concerning Chairman of the Board
- proposal concerning auditor
- proposal concerning remuneration of Board members
- proposal concerning remuneration of the auditor
- proposal concerning Nomination Committee for 2018 AGM

Nomination Committee

The Nomination Committee comprises Dimitrij Titov, Tommy Trollborg and Johan Carlström.

Annual General Meeting

The shareholders of Fingerprint Cards AB (publ), Corp. Reg. No. 556154-2381 (hereinafter referred to as “the Company”), are hereby invited to attend the Annual General Meeting to be held at 2:00 p.m. on Wednesday, May 4, 2016 at Hotel Gothia Towers, Mössans Gata 24 in Gothenburg, Sweden.

For further information, contact:

Dimitrij Titov, Chairman of the Nomination Committee

Phone: +46 (0) 70 864 06 85

About Fingerprint Cards AB (publ)

Fingerprint Cards AB (FPC) is a high tech and listed company which develops, produces and markets biometric technology that through the analysis and matching of an individual's unique fingerprint verify the person's identity. A secure and convenient user experience is thus made possible, beyond keys and pins. The FPC technology offers world class advantages and include unique image quality, extreme robustness, low power

consumption and complete biometric systems. With these advantages and in combination with low production costs the technology may be implemented in large volume products as smartphones, tablets and biometric cards where these demands are extremely high. FPC's technology have user cases from a number of applications.

The information was issued for publication on April 22, 2016 at 07.00 CET.

Important information

Issuance, publication or distribution of this press release in certain jurisdictions could be subject to restrictions. *The recipient of this press release is responsible for using this press release and the constituent information in accordance with the rules and regulations prevailing in the particular jurisdiction.* This press release does not constitute an offer, or invitation to acquire or subscribe for new securities in Fingerprint Cards in any jurisdiction.