
Notice of extraordinary general meeting in Fingerprint Cards AB (publ)

The shareholders of Fingerprint Cards AB (publ), 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 10:00 a.m. on 18 August 2023, at Gernandt & Danielsson Advokatbyrå, Hamngatan 2, SE-111 47, Stockholm, Sweden. The entrance to the Meeting will open at 9:30 a.m.

The Board of Directors has decided, pursuant to the Company’s articles of association, that shareholders shall 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, shareholders shall:

- a. be registered in the register of shareholders maintained by Euroclear Sweden AB as of 10 August 2023, and
- b. give notice of attendance at the 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 14 August 2023, or submit a postal vote in accordance with the instructions set out in the section “*C. Voting by post*” no later than on 14 August 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 14 August 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 no later than on 14 August 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 14 August 2023, either via www.fingerprints.com, by telephone +46 (0) 771-24 64 00, by e-mail to proxy@computershare.se or by mail to Computershare AB, “Fingerprint Cards 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. 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 Bank-ID on the Company's website, www.fingerprints.com;
2. Email Voting: Voting may be submitted by completing the voting form available on the Company's website, www.fingerprints.com, 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, 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 14 August 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 written and dated Power of Attorney shall be enclosed with the voting form. A proxy form is provided upon request and will be available from the Company's website, www.fingerprints.com. 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 questions regarding the postal voting process, please contact Computershare AB, ph. +46 (0) 771 24 64 00, weekdays between 9:00–16:00 (CEST).

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 register
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. Resolution to amend the articles of association
8. Resolution on authorising the Board of Directors to resolve on a directed issue of convertible bonds
9. Resolution on subsequent approval of the Board of Directors' decision on an issue of shares of shares with preferential rights for existing shareholders



10. Closing of the meeting

Proposals for resolution

Item 2 – Election of chairman for the meeting

The Board of Directors proposes that the lawyer Mikael Borg, admitted to the Swedish Bar Association, will be appointed chairman of the meeting or, in the event of his absence, a person appointed by the Board of Directors.

Item 7 – Resolution to amend the articles of association

The Board of Directors proposes that the general meeting resolves to amend § 4 and § 5 in the Company's articles of association in order to increase the limits for the maximum permitted share capital and the maximum permitted number of shares as well as the number of shares of each class that may be issued. The general meeting's resolution under this item 7 shall be conditional on the general meeting approving the proposals under items 8 and 9 below.

Current wording

§ 4 Share capital

The share capital shall amount to not less than SEK 6,000,000 and not more than SEK 24,000,000. The number of shares shall not be fewer than 150,000,000 and not exceed 600,000,000.

§ 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.

When requested by holders of Class A shares, the Board shall arrange the conversion of the holders' Class A shares to Class B shares. The conversion request shall be submitted in writing to the Board of Directors. The request shall state the number of shares that the holder wishes to convert.

In January each year, the Board of Directors will address questions pertaining to the conversion to Class B shares for those Class A shares for which the holders have requested conversion during the immediately preceding calendar year. However, should the Board find grounds thereto, the Board is permitted to address conversion issues even at other times. Conversions shall be reported for registration without delay and conversion shall become effective as soon as registration has been completed.

Proposed wording

§ 4 Share capital

The share capital shall amount to not less than SEK 18,480,000 and not more than SEK 73,920,000. The number of shares shall not be fewer than 424,450,000 and not exceed 1,697,800,000.

§ 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 127,335,000 and Class B shares in a maximum number of 1,570,465,000.

When requested by holders of Class A shares, the Board shall arrange the conversion of the holders' Class A shares to Class B shares. The conversion request shall be submitted in writing to the Board of Directors. The request shall state the number of shares that the holder wishes to convert.

In January each year, the Board of Directors will address questions pertaining to the conversion to Class B shares for those Class A shares for which the holders have requested conversion during the immediately preceding calendar year. However, should the Board find grounds thereto, the Board is permitted to address conversion issues even at other times. Conversions shall be reported for registration without delay and conversion shall become effective as soon as registration has been

completed.

Authorisation to make minor adjustments

The Board of Directors, or the person authorised by the Board of Directors, shall be entitled to make the adjustments to the general meeting's resolution that may prove necessary in connection with the registration with the Swedish Companies Registration Office.

Item 8 – Resolution on authorising the Board of Directors to resolve on a directed issue of convertible bonds

Background

On 16 July 2023, the Company announced that the Board of Directors had entered into a subscription agreement with an entity managed by Heights Capital Management, Inc. (“**HCM**”) regarding an undertaking to subscribe for convertible bonds that can be converted to shares of series B (the “**Bonds**”) amounting to a nominal amount of not more than SEK 250 million comprising two tranches. The first tranche comprises Bonds with a total nominal amount of SEK 160 million (“**Tranche 1**”) and the Company also has an option to issue a second tranche comprising Bonds with a total nominal amount of SEK 90 million (“**Tranche 2**”) that can be exercised under certain conditions.

Proposal

In light of the above, the Board of Directors proposes that the general meeting resolves to authorise the Board of Directors to during the time up until 31 December 2023, with deviation from the shareholders' preferential rights, resolve upon the issuance of Bonds amounting to not more than MSEK 250 with a tenor of no longer than three years and six months and with a fixed six percent interest on the outstanding nominal amount per annum, payable bi-monthly (the “**Bond Issue**”). Subscription of Bonds shall be paid for in cash and the subscription amount shall be equal to 92 percent of the nominal amount of the Bonds. The authorisation shall be limited so that the Board of Directors may not resolve upon a Bond Issue that entail that the share capital or number of shares in the Company after such conversion of Bonds exceeds the limits in the articles of association when the Board of Directors resolve on an issue in accordance with the authorisation. If the Board of Directors resolves on the Bond Issue, the proceeds shall firstly be used to finance early total redemption of the Company's outstanding bond loan 2021/2024 with ISIN SE0017071855 and secondly for general corporate purposes, including increased investments within the Company's growth segment. The authorisation may only be exercised if the Company prior thereto has completed the Rights Issue (as defined under item 9 below).

Conditions for completion

The resolution under this item 8 is conditional upon the general meeting approving the resolution under item 9 below.

Item 9 – Resolution on subsequent approval of the Board of Directors' decision on an issue of shares with preferential rights for existing shareholders

Background

On 16 July 2023, the Company announced that the Board of Directors had decided on a fully guaranteed issue of shares of series B (“**B-shares**”) amounting to approximately SEK 180 million with preferential rights for existing shareholders (the “**Fully Guaranteed Rights Issue**”) and an issue of ordinary shares of series A (“**A-shares**”) and together with B-shares “**Shares**”) amounting to



approximately SEK 3.4 million with preferential rights for existing shareholders (together with the Fully Guaranteed Rights Issue, the “Rights Issue”).

Proposal

The Board of Directors proposes that the general meeting resolves to approve the Board of Directors’ decision to carry out the Rights Issue, mainly on the terms and conditions set out below.

Decision on the final terms and conditions

The Board of Directors will, no later than on 16 August 2023, decide on the maximum amount by which the Company’s share capital may be increased with, the number of Shares to be issued (including the number of subscription rights to which each existing Share in the Company shall entitle and the number of Shares that each subscription right shall entitle to subscribe) and the subscription price to be paid for each Share. The subscription price and other subscription conditions shall be the same for each A-share as for each B-share.

Subscription right

1. The record date for the right to participate in the Rights Issue shall be 24 August 2023.
2. Each holder of A-shares and B-shares have preferential right to subscribe for new shares of the same class in proportion to the number of shares previously held (primary preferential right). A-shares and/or B-shares not subscribed for with primary preferential right shall be offered to all shareholders for subscription (subsidiary preferential right). In the event that not all shares are subscribed for by exercising subscription rights, the Board of Directors shall, within the maximum limit of the Rights Issue, decide on allotment of shares subscribed for without exercising of subscription rights in accordance with the following allotment principals:
 - (a) *Firstly*, allotment of shares shall be granted to those who have subscribed for shares by exercising subscription rights, regardless if the they were registered as shareholders’ on the record date or not, and in the event of over-subscription, *pro rata* in relation to their subscription by exercising subscription rights, and to the extent this is not possible, by drawing lots,
 - (b) *Secondly*, allotment of shares shall be granted to others who have subscribed for shares without exercising subscription rights, and in the event of over-subscription, *pro rata* in relation to the subscribed amount, and to the extent this is not possible, by drawing lots, and
 - (c) *Thirdly*, allotment of shares shall be granted to others who have guaranteed the Rights Issue, *pro rata* in relation to the guarantee commitments given.
3. The new shares shall carry the right to dividend for the first time on the dividend record date that follows immediately after the new shares have been registered with the Swedish Companies Registration Office and in the share register maintained by Euroclear Sweden.
4. Subscription of shares by exercising subscription rights shall be made between 28 August 2023 and 11 September 2023 through payment in cash. Subscription of shares without exercising subscription rights shall be carried out on a separate application form during the same period. Payment for shares subscribed for without exercising subscription rights shall be made through payment in cash no later than 15 September 2023. The Board of Directors shall have the right to extend the subscription period as well as the payment period.
5. The premium from the Rights Issue shall be transferred in its entirety to the unrestricted statutory reserve.
6. The Board of Directors, or the person appointed by the Board of Directors, shall be entitled to make the minor adjustments to the general meeting’s resolution that may prove necessary in



connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

7. The new A-shares are subject to a conversion clause in the articles of association in accordance with Chapter 4, Section 6 in the Swedish Companies Act.

Conditions for completion

The resolution under this item 9 is conditional upon the general meeting approving the resolution under item 8 above.

E. Majority requirements

A resolution to approve the proposal under item 7 and item 8 above is valid only where it is supported by shareholders holding not less than two-thirds (2/3) of the votes cast as well as the shares represented at the Meeting.

F. 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.

G. Documentation and number of shares and votes

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

As of the date of this notice, the total number of shares in the Company amounts to 424,492,719 (7,875,000 A-shares and 416,617,719 B-shares). The total number of votes amounts to 495,367,719. At the time of this notice, the Company holds 3,800,000 B-shares in treasury.

H. Processing of personal data

For information on how personal data is processed in connection with the general meeting, see the privacy notice on Euroclear Sweden AB's and Computershare AB's respective website, https://www.euroclear.com/dam/ESw/Legal/Privacy_notice_BOSS_20181023.pdf and <https://www.computershare.com/se/gm-gdpr#English>.

Gothenburg in July 2023
Fingerprint Cards AB (publ)
The Board of Directors