

THE NOMINATION COMMITTEE'S PROPOSALS AND MOTIVATED OPINION AHEAD OF FINGERPRINT CARDS AB'S (PUBL) 2025 ANNUAL GENERAL MEETING

The Nomination Committee in Fingerprint Cards AB (publ) (the "**Company**") comprises Christian Lagerling (Chairman of the Board of Directors), Sara Viktorsson (appointed by Johan Carlström), Niels Henrik Balle (shareholder) and Marie Almqvist (shareholder) has notified that it will present the following proposals at the Annual General Meeting ("**AGM**") in respect of items 2 and 11–16 of the proposed agenda included in the notice:

Item 2 – Election of Chairman of the Meeting

The Nomination Committee proposes that attorney-at-law Ebba Olsson Werkell 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 four (4) 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 1,560,000, of which SEK 675,000 to the Chairman of the Board and SEK 295,000 to each other member of the Board. Further, the Nomination Committee proposes that no remuneration shall be paid to a Board member that is employed and paid by the Company.

Furthermore, the Nomination Committee proposes that no fee for work on committees shall be paid which is a change compared to the previous term.

In total, the proposal implies a significant cost saving for the Company.

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 and Adam Philpott and election of John Lord and Carl Johan Grandinson 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.

Alexander Kotsinas, Dimitrij Titov and Juan Vallejo have declined re-election as Board members.

Presentation of John Lord (born 1967)

Occupation and other assignments

Chairperson and investor at Panintelligence, October 2024 –
Chairperson and investor at Relative Insight, October 2024 –
Chairperson at Engage PSG Search, May 2023 –
Director at Chapter & Ltd (the Lord Family office), December 2016 –

Education

Studied via a vocational degree in financial risk management, credit management, and financial analysis at the Institute of Credit Management.

Background

Regional Sales Manager, Field Sales Leader, Euler Hermes, 1990–1995
Regional Sales Manager, Asset Finance Team, RBS Commercial Finance, 1996–1998

Regional Director at GE Finance, 1997–2000
 Managing Director / Market Leader, Dun & Bradstreet UK & Ireland, 2000–2007
 Group Sales & Marketing Director at LBM Direct Marketing, 2007–2009
 Group Managing Director at GBG Plc, 2009–2016
 Chief Executive Officer and Founder at TruNarrative, 2016–2021
 Chairperson and investor at Tred, 2022–2025

John Lord is independent in relation to the Company and the executive management and independent in relation to the Company's major shareholders.

Own and related persons' holdings of shares and other financial instruments in the Company: None (0).

Presentation of Carl Johan Grandinson (born 1975)

Occupation and other assignments

Founding Partner Qvantea Capital, January 2022 -
 Advisor/consultant, Essoge Multi Family Office, June 2024 -
 Advisor/consultant, Glue & Smart Frog Canary Group (US), 2021 August -

Education

MSc Mechanical Engineering, Royal Institute of Technology 1995-2000
 Major, Media Management and Marketing, Stockholm School of Economics 1998-1999
 Exchange studies, Stanford School of Engineering 1998, 1999

Background

First employee/Business Development, Tradeoubler 1999-2001
 Managing Director France, Tradedoubler, 2001-2004
 Managing Director Sweden, Tradedoubler, 2004-2006
 Regional Director Nordics & South Europe, Tradedoubler, 2006-2007
 Founder/Boardmember, Ameibo, 2007-2010
 Founder/COO/Boardmember, Tre Kronor Media, 2007-2015
 Boardmember, United Communications Partner (US), 2011-2015
 Boardmember, Squid, 2011-2016
 Partner, True Global Ventures, 2012-2024
 Founder/Boardmember/CEO, Glue, 2015-2019
 Founder/Boardmember/Advisor, Glue 2019-2021
 Chariman of the board/consultant, Dynamic Code, 2020-2021

Carl Johan Grandinson is independent in relation to the Company and the executive management and independent in relation to the Company's major shareholders.

Own and related persons' holdings of shares and other financial instruments in the Company: None (0).

Information on the members proposed for re-election can be found on the Company's website, www.fpc.com.

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.

Item 16 – Resolution concerning the Nomination Committee

These guidelines are proposed to be in force until the general meeting resolves otherwise.

The Company is to have a Nomination Committee comprising four (4) members. During the year, the Chairman of the Board is to convene a meeting of the three (3) largest shareholders of the Company in terms of voting power and ask them to each appoint one representative who, in addition to the Chairman of the Board, will constitute members of the Nomination Committee. Should one of the three largest shareholders choose to waive their right to appoint a representative of the Nomination Committee, the shareholder who is next in line in terms of size is to be given an opportunity to appoint a member of the Nomination Committee. The Nomination Committee may also decide, if this is regarded as appropriate, to appoint an additional representative of a group of major shareholders as a co-opted member of the Nomination Committee.

The Chairman of the Board is to convene the first meeting of the Nomination Committee. The member representing the largest shareholder in terms of voting power is to be appointed Chairman of the Nomination Committee, unless the members agree otherwise. The term of office of those appointed to the Nomination Committee extends until such time as a new Nomination Committee is appointed. The composition of the Nomination Committee is to be disclosed no later than six months before the AGM.

The Nomination Committee is to be constituted based on the largest shareholders in terms of voting power registered for the holder or known in some other manner as per the last banking day in September. If one or several of the shareholder/s who has/have appointed members of the Nomination Committee no longer belong to the three largest shareholders, their representative/s is/are to step down, whereupon the/those shareholder/s who has/have been added to three largest shareholders will be entitled to appoint a new representative. However, marginal changes that have occurred in the number of voting rights need not be taken into account, assuming that no special circumstances prevail.

If a member steps down from the Nomination Committee before its work has been completed, the Nomination Committee is to urge the shareholder who appointed such a member to appoint a new representative to the Nomination Committee without undue delay. Should this shareholder refrain from appointing a new representative, the right to appoint a new member of the Nomination Committee will accrue to the next largest shareholder in terms of voting power who is not represented on the Nomination Committee. Any changes to the composition of the Nomination Committee must be disclosed as soon as they occur.

The Nomination Committee is to draft proposals on the following issues for resolution by the AGM: proposal concerning Chairman of the Meeting

- proposal concerning Members of the Board
- proposal concerning Chairman of the Board
- proposal concerning auditor
- proposal concerning remuneration of Board members
- proposal concerning remuneration of the auditor
- possible proposal concerning amendment of guidelines for appointing the Nomination Committee

The Nomination Committee's motivated opinion ahead of Fingerprint Cards AB's (publ) 2025 Annual General Meeting

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 2025 AGM, the Nomination Committee has held six 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 proposes unchanged Board remuneration, a reduction of the number of Board members as well as there shall be no remuneration for committee work. The Nomination Committee has during its work been in contact with a number of foreign board members and found that there is a need for alternative cost-efficient remuneration models to the Board in order to attract such individuals for the Company's Board. In light of this, it is most welcomed that shareholders have resolved to propose an implementation of a long-term incentive program for the Board members in order to attract and retain the right Board members, as well as facilitating lower fixed remuneration.

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 Company's transition process and that certain members have been on the Board for a long period of time, the Nomination Committee deems that there is a need for a change in the Board composition. 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 Company's transition process and the focus on cost savings, the Nomination Committee considers that the Board going forward should consist of only four (4) 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 and new 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 large 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.