

THE NOMINATION COMMITTEE'S PROPOSALS AND MOTIVATED OPINION AHEAD OF FINGERPRINT CARDS AB'S (PUBL) 2020 ANNUAL GENERAL MEETING

The Nomination Committee of Fingerprint Cards AB (publ) (the "Company"), which is comprised of Johan Carlström (Chairman of the Board), Dimitrij Titov (representing Velociraptor Ltd) and Elisabet Jamal Bergström (representing SEB Investment Management AB) has notified that it will present the following proposals at the Annual General Meeting ("AGM") in respect of Items 2 and 10-15 of the proposed agenda included in the official notice:

Item 2 – Election of Chairman for the Meeting

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

Item 10 – Determination of the number of Members of the Board

The Nomination Committee proposes that the Board of Directors comprise of seven (7) regular members and no deputy members.

Item 11 – Determination of remuneration of Members of the Board

The Nomination Committee proposes that the fees paid to each Member of the Board be unchanged compared to the previous term. This means that the Nomination Committee proposes that the Board of Directors be paid fees totaling SEK 2,245,000, of which SEK 625,000 to the Chairman of the Board and SEK 270,000 to each other Member of the Board.

Furthermore, fees for work on committees is proposed in an amount of SEK 370,000, to be distributed as follows.

Audit Committee: SEK 115,000 to the Chairman and SEK 60,000 to each other member.

Remuneration Committee: SEK 65,000 to the Chairman and SEK 35,000 to each other member.

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 reelection of Sofia Bertling, Johan Carlström, Ted Elvhage, Alexander Kotsinas, Tomas Mikaelsson, Dimitrij Titov and Juan Vallejo. Urban Fagerstedt has declined reelection. It is proposed that Johan Carlström be elected as Chairman of the Board.

Information on the members proposed for re-election can be found on 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, in accordance with the Audit Committee's recommendation, the registered firm of accountants MOORE KLN AB be re-elected as auditor for a term of office of one year up until the end of the 2021 AGM. MOORE KLN AB has announced the intention that Authorized Public Accountant Ulf Lindesson be appointed Auditor-in-Charge. Information about MOORE KLN AB and Ulf Lindesson is available at <https://www.mooreSweden.se/>.

Item 15 – Resolution concerning the Nomination Committee

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 August. 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 2021 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
- proposal concerning guidelines for appointing the Nomination Committee

The Nomination Committee's opinion regarding its proposal for the Board

Description of the nomination committee's work ahead of the AGM

During the process of appointing the Nomination Committee, the Company's Chief Counsel, on behalf of 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. Due to the fact that major shareholders in several cases have chosen not to appoint a member, the Company's Chief Counsel has also contacted the other major shareholders in terms of votes. However, these shareholders have declined participation to such an extent that the Company is deviating from the Swedish Code of Corporate Governance ("the Code"), since the majority of the Nomination Committee, including its chairman, are members of the Company's Board of Directors.

Ahead of the 2020 AGM, the Nomination Committee has held four 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.

The Nomination Committee is also of the opinion 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 Board members' assignments outside the Company and the time required for these assignments.

The Nomination Committee has applied item 4.1 of the Code as diversity policy and continuously strives to meet the requirements of the Code on versatility, breadth and gender balance of the Board. The Nomination Committee deems that the work towards a more even gender distribution needs to continue.

The Nomination Committee has also had numerous contacts with the Audit Committee regarding the Audit Committee's recommendations on the election of the auditor.

Due to the prevailing situation caused by COVID-19, the Nomination Committee believes that the Board fees should be left unchanged.

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, phase of development and other circumstances, the Nomination Committee has discussed the size and composition of the Board. In view of the well-functioning board, as well as the demands on the Board going forward, the nomination committee considers that the Board should consist of seven members, which means that the Board is reduced by one member.

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. The Nomination Committee determines that the proposed Board holds extensive experience, including from business, technology and financial markets, telecom and IT, the semiconductor industry, as well as in business law and corporate acquisitions.