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Press release

23 March 2026

## **Precise Biometrics and Fingerprint Cards to create a global leader in biometrics and identity**

**Precise Biometrics AB (publ) ("Precise Biometrics") and Fingerprint Cards AB (publ) ("Fingerprint Cards") today jointly announce that the board of directors of Precise Biometrics and the board of directors of Fingerprint Cards have adopted a joint merger plan (the "Merger Plan") for merging the companies through a statutory merger in accordance with the Swedish Companies Act (the "Merger"). The Merger will be implemented by Precise Biometrics absorbing Fingerprint Cards, whereby the shareholders in Fingerprint Cards will receive nine (9) new ordinary shares in Precise Biometrics for each share in Fingerprint Cards, irrespective of share class. The Merger, constituting a merger of equals, will create a combined business with a stronger offering, a strengthened commercial reach, realize meaningful synergies, and establish a profitable foundation with necessary scale for future organic growth and consolidation. The Merger is expected to generate cost synergies with an estimated full annual run-rate effect of at least SEK 45 million (corresponding to approximately 29 percent of the Combined Company's (as defined below) 2025 pro forma revenue). In addition, the combination is expected to unlock meaningful commercial synergies through upselling and cross-selling across the combined customer base and increased share of customer wallet. Following completion of the Merger, the Combined Company intends to raise approximately SEK 110 million through a rights issue of shares, with proceeds to be used to accelerate growth, capture identified synergies and support continued expansion of the Combined Company globally.**

On 23 March 2026, the board of directors of Precise Biometrics and the board of directors of Fingerprint Cards (jointly, the "Boards") adopted the Merger Plan, pursuant to which Precise Biometrics and Fingerprint Cards have agreed to combine their business operations through the Merger. The merged company which will be the result of the Merger is hereinafter referred to as the "Combined Company".

### **Torgny Hellström, Chairman of the board of directors of Precise Biometrics, comments:**

*"We are very pleased to be merging with Fingerprint Cards to create a global leader in biometrics and identity. The two companies complement each other, and together we gain the scale and cost advantages needed to better compete and lead in a global market. The Merger leverages the strengths of both Precise Biometrics and Fingerprint Cards, unlocks significant synergies, and establishes a strengthened financial profile that positions the Combined Company for the opportunities ahead.*

*The board of directors is convinced that this is an attractive Merger for both shareholders and stakeholders alike, and we look forward to what the combined group will achieve.”*

**Christian Lagerling, Chairman of the board of directors of Fingerprint Cards, comments:**

*“Fingerprint Cards has undergone a significant transformation in recent years, expanding beyond mobile sensors into a broader biometric systems and identity platform company. Combining with Precise Biometrics is a natural next step in that journey. Together, we create a more complete and resilient company with stronger product breadth, deeper customer relationships, and improved financial scale. Importantly, the Combined Company will be well-positioned to pursue further strategic opportunities as the identity and security market continues to evolve.”*

**Joakim Nydemark, CEO of Precise Biometrics, comments:**

*“The biometrics and identity management market is fragmented, and the demand for scalable solutions is growing. This Merger is a direct response to that opportunity. Together with Fingerprint Cards, we will be able to create a stronger commercial offering to both existing customers and new market segments. With a complete biometric security and identity offering, combined with greater commercial strength, we will significantly strengthen our commercial reach. The transaction also establishes a solid foundation from which the Combined Company can take an active role in the continued consolidation of the industry. I look forward to working with the teams from both organizations to realize the full potential of the Combined Company.”*

**Adam Philpott, CEO of Fingerprint Cards, comments:**

*“Fingerprint Cards has built a strong global technology platform and customer base, and this transaction enables us to take the next step in that development. The Combined Company will have greater scale, broader capabilities and a stronger foundation from which to deliver value to customers, partners and shareholders.”*

**Summary of the Merger**

- The shareholders in Fingerprint Cards will receive nine (9) new ordinary shares in Precise Biometrics for each share in Fingerprint Cards, irrespective of share class, outstanding at the completion of the Merger. Thus, provided that the number of shares in Precise Biometrics and Fingerprint Cards, respectively, does not change from the date of the Merger Plan until the time of completion of the Merger, 68,272,083 ordinary shares in Precise Biometrics will be issued as merger consideration and the shareholders of Fingerprint Cards will, in total, own approximately 47 percent of the shares and votes in the Combined Company.
- Based on the closing price of approximately SEK 2.0 of Precise Biometrics’ ordinary share on Nasdaq Stockholm on 20 March 2026, the merger consideration represents a premium of (i) approximately 12 percent compared to the closing price of approximately SEK 16.0 of Fingerprint Cards’ B share on Nasdaq Stockholm on 20 March 2026, the last trading day before the announcement of the Merger and (ii) approximately 1.4 percent compared to the volume weighted average share price of approximately SEK 17.6 of Fingerprint Cards’ B share on Nasdaq Stockholm during the 30 trading days up to and including the announcement of the Merger. The merger consideration values Fingerprint Cards at approximately SEK 135.7 million.

- In connection with the Merger, holders of warrants of series 2025:1 (TO8) in Fingerprint Cards, which were issued in connection with Fingerprint Cards' rights issue of units in 2025 and are traded on Nasdaq Stockholm, will have the opportunity to either transfer their warrants in exchange for warrants with corresponding rights in the Combined Company or have their warrants purchased by Precise Biometrics at a price of approximately SEK 0.0010<sup>1</sup> per warrant, representing a premium of 12 percent compared to the closing price of SEK 0.0009 per warrant on Nasdaq Stockholm on 20 March 2026.
- The Merger is expected to generate synergies with an estimated full annual run-rate effect of at least SEK 45 million (corresponding to approximately 29 percent of the Combined Company's 2025 pro forma revenue), through consolidation of administration, streamlined operations and optimized resource utilization. Restructuring costs to achieve the synergies are estimated at approximately SEK 25 million, with the vast majority expected to be realized in 2026.
- The completion of the Merger is conditional upon, *inter alia*, approval by the shareholders of each of Precise Biometrics and Fingerprint Cards at their respective general meetings.
- A merger document is expected to be published in mid-April 2026.
- Following completion of the Merger, the Combined Company intends to raise approximately SEK 110 million through a rights issue of shares (the "**Rights Issue**"). Net proceeds from the Rights Issue will be used to accelerate growth, capture identified synergies and support continued expansion of the Combined Company globally. Precise Biometrics has received guarantee commitments, on customary terms, totaling SEK 45 million from several guarantors for purposes of the Rights Issue. In addition, Precise Biometrics and DNB Bank ASA have entered into an underwriting agreement, subject to customary terms, for an aggregate amount of SEK 35 million. Hence, the Rights Issue is subject to guarantee commitments totaling SEK 80 million. Final terms of the Rights Issue will be determined by the board of directors of the Combined Company at a later date.
- In order to strengthen Fingerprint Cards' short-term working capital requirements until completion of the Merger, Fingerprint Cards has procured bridge financing of in total SEK 20 million.

### **Background and rationale for the Merger**

The biometrics and identity market is seeing rising demand as higher security requirements and increasingly sophisticated cyber and identity threats drive the need for secure and seamless authentication solutions. Biometric technologies are increasingly adopted as they combine high levels of security with convenient user experiences across both physical and digital environments. At the same time, the market is highly fragmented, comprising numerous sub-scale businesses with strong technology and novel modalities, with limited commercial reach and insufficient scale. Together, these dynamics create a compelling opportunity for market consolidation.

The Merger directly addresses the structural dynamics in the market, and the growing competitive advantages of scale, bringing together two businesses complementary in capabilities and commercial presence. The Merger will create a combined business with a stronger offering, a strengthened

<sup>1</sup> The price per warrant amounts to SEK 0.001008.

commercial reach, realize meaningful synergies, and establish a profitable foundation with necessary scale for future organic growth and consolidation.

Precise Biometrics is a global provider of biometrics and access control software. The company develops software and algorithms for biometric authentication, processing over 100,000 secure biometric verifications every second, used across mobile devices, physical access control, and government identity programs, amongst others. Precise Biometrics' biometric software is delivered primarily to global sensor manufacturers through a licensing model. In addition, Precise Biometrics delivers turn-key solutions for physical access and visitor management through an enterprise SaaS model, which was successfully expanded through the acquisition of EastCoast Solutions in 2021.

Fingerprint Cards is a global biometrics hardware and systems provider, with its sensors already embedded and in active use in nearly two billion devices worldwide. Built on deep manufacturing expertise and long-standing relationships with leading OEMs, Fingerprint Cards provides the biometric hardware and authentication systems that verify identity at the point of use, deployed and managed at scale across global device fleets and enterprise environments. Having successfully transitioned from a mobile fingerprint sensor supplier into a biometrics system provider, Fingerprint Cards today serves high-value segments including consumer products, payments, secure enterprise access, and digital identity.

The Merger combines capabilities within hardware, software, and identity solutions within one single provider. The Combined Company will be able to offer a strengthened, multi-modal product portfolio within both physical and digital access, delivered through AI-driven and cloud-based technology. This will create a stronger ability to serve enterprise, government and consumer markets within high-demand segments such as identity, authentication, access, and cybersecurity. By offering hardware and software from one single provider, the Combined Company can increase customer relevance and stickiness, strengthen confidence amongst partners, and improve win-rates.

The Merger also brings together complementary go-to-market footprints, providing the Combined Company with wider and more scalable commercial reach. The strengthened product portfolio enables the Combined Company to capture higher share of customer wallets through upselling and cross-selling across the combined customer portfolio. Furthermore, the wider commercial reach and relevance of the Combined Company enhance the ability to target and win in new customer segments globally.

The Boards expect the Merger to generate meaningful cost synergies through the consolidation of administration, streamlined operations, and optimized resource utilization. Identified operating cost synergies are estimated at an annual run-rate of at least SEK 45 million. The improved cost base, combined with the strengthened financial profile of the combined group, is expected to generate double-digit EBITDA margins following synergy realization.

The Merger represents the first step in a broader consolidation journey. As synergies are realized, the Combined Company will be able to utilize its scale to take an active part in the industry consolidation through selective acquisitions within portfolio consolidation and expansion of capabilities.

## **The Merger**

On 23 March 2026, the Boards adopted the Merger Plan pursuant to which Precise Biometrics and Fingerprint Cards agreed to combine their business operations through the Merger. The Merger will be implemented by Precise Biometrics absorbing Fingerprint Cards.

### *Merger consideration*

Fingerprint Cards' shareholders will receive as merger consideration nine (9) new ordinary shares in Precise Biometrics for each share in Fingerprint Cards, irrespective of share class (i.e., new shares in Precise Biometrics will be issued to Fingerprint Cards' shareholders in proportion to their existing shareholdings in Fingerprint Cards in the ratio of 9:1).<sup>2</sup> Hence, the shareholders of Fingerprint Cards will, in total, own approximately 47 percent of the shares and votes in the Combined Company (excluding any dilution that may result from the exercise of Substitute Warrants (as defined below)).

### *Issue of merger consideration*

The board of directors of Precise Biometrics will propose that the general meeting that resolves on the Merger Plan, planned to be held on or about 6 May 2026, also resolves on issuance of the shares constituting the merger consideration.

The ordinary shares in Precise Biometrics issued to the shareholders of Fingerprint Cards as merger consideration shall carry rights to dividends for the first time on the record date that occurs following the date when the Swedish Companies Registration Office registers the Merger.

In order to enable the issuance of shares as merger consideration, the board of directors of Precise Biometrics will also propose that the general meeting resolves to amend the articles of association.

### *Number of shares in Precise Biometrics following the Merger*

The number of shares issued to Fingerprint Cards shareholders as part of the merger consideration will be based on the number of Fingerprint Cards shares outstanding at the time of completion of the Merger, excluding any shares held in treasury. Under the assumption that the number of shares outstanding at completion of the Merger is the same as of the date of the Merger Plan, the aggregate number of newly issued ordinary shares in Precise Biometrics will be 68,272,083. On this basis, the total number of shares in the Combined Company following completion of the Merger will be 146,736,410, consisting of 145,651,410 ordinary shares and 1,085,000 C shares<sup>3</sup> (excluding any dilution that may result from the exercise of Substitute Warrants (as defined below)).

### *Settlement of merger consideration*

The shareholders registered in the share register of Fingerprint Cards on the date of registration of the Merger with the Swedish Companies Registration Office will be entitled to receive merger consideration.

The merger consideration will be accounted for by Euroclear Sweden registering the number of shares in Precise Biometrics on the securities account of each duly entitled person following registration of the Merger with the Swedish Companies Registration Office. Meanwhile, the shareholding in Fingerprint Cards of such persons will be deregistered from the same account. Thus, the merger consideration will be distributed automatically, and no actions will be required from the shareholders of Fingerprint Cards in relation thereto. The new ordinary shares in Precise Biometrics

<sup>2</sup> Merger consideration is received for each Fingerprint Cards share outstanding at the date of the completion of the Merger, irrespective of share class.

<sup>3</sup> All C shares are held by Precise Biometrics in treasury as hedge for a long-term share bonus program resolved upon at the annual general meeting 2022.

distributed as merger consideration shall carry full shareholder rights as from the date of their registration with the Swedish Companies Registration Office.

The Merger is expected to be registered in the beginning of the third quarter of 2026.

## **Overview of the Combined Company**

### *Business overview*

The Combined Company will be a complete biometrics and identity company, offering integrated hardware and software solutions spanning physical and digital security across enterprise, government, and consumer segments. The combined offering spans multiple biometric modalities, including fingerprint, iris, face, and palm, addressing the full spectrum of authentication, identification, and access control. With a global go-to-market organization and offices across multiple geographies, the Combined Company will be well-positioned to address the growing global demand for secure and seamless biometrics and identity management solutions.

The Combined Company's preliminary combined revenue for the financial year ended 31 December 2025 was approximately SEK 156 million, with a pro forma EBITDA of SEK 19 million.

The Combined Company will operate under the brand name Precise Biometrics, bringing together the combined companies into one unified market identity. The Precise Biometrics brand will serve as the commercial face of the Combined Company across all customer segments and geographies following completion of the Merger.

The Combined Company will be headquartered in Lund, Sweden. The Combined Company's full office footprint across Europe, North America, and Asia Pacific will be determined following a thorough review of both businesses in the period after completion of the Merger. There are currently no decisions on any material changes to the locations of the business.

### *Synergies*

The Merger is expected to create substantial value for the shareholders of the Combined Company through synergies arising from the consolidation of the two companies' operations and overlapping functions.

*OPEX synergies:* In total, annualized OPEX synergies are estimated at a minimum of SEK 45 million, representing approximately 29 percent of the Combined Company's 2025 pro forma revenue. The identified synergies are expected to be realized across four principal areas: consolidation of corporate administration functions; reduction of broader corporate overhead, including office rationalization and elimination of external expenditure on IT/tooling, licenses, consultants, and removal of duplicate costs associated with being a listed company; streamlining of product development by deploying Precise Biometrics' algorithm developers to support Fingerprint Cards' software needs; and rationalization of overlapping sales and commercial coverage across products, accounts, and geographies.

*Restructuring costs:* The integration of operations is expected to commence immediately following completion of the Merger. Restructuring costs are estimated at approximately SEK 25 million in aggregate, with the vast majority expected to be incurred and recognized during 2026.

### *Board of directors, management and employees*

Continuity of leadership through the integration period is provided by the retention of the Precise Biometrics CEO Joakim Nydemark, who will lead the management of the Combined Company. Adam Philpott will continue as CEO of Fingerprint Cards until the completion of the Merger and will ensure a smooth transition and integration. Adam Philpott, CEO of Fingerprint Cards, and Christian Lagerling, Chairman of the board of directors of Fingerprint Cards, are expected to join the board of the Combined Company.

The Combined Company will conduct a thorough review after the Merger in order to take advantage of the synergies and scale benefits that the Merger is expected to bring. Changes resulting from the Merger regarding employment and operations in the locations where Fingerprint Cards and Precise Biometrics currently operate will be examined in more detail. The measures to be implemented in connection with the Merger will be determined after a thorough review of both businesses during the period following the completion of the Merger. There are currently no decisions on any material changes to Precise Biometrics' or Fingerprint Cards' employees or to the existing organization and operations, including the terms of employment and locations of the business.

### *Ownership structure*

Pursuant to the Merger Plan, Fingerprint Cards' shareholders will own approximately 47 percent of the capital and votes in the Combined Company. The illustrative table below shows the ownership of the Combined Company as if the Merger had been completed based on the latest available shareholding information. Note that the illustrative table does not include any shares that may be issued as a result of exercise of the Substitute Warrants (as defined below).

<b>Shareholder</b>	<b>% capital</b>	<b>% votes</b>
Egis Technology Inc	2.7%	2.7%
Avanza Pension (Precise Biometrics)	2.4%	2.4%
Avanza Pension (Fingerprint Cards)	2.3%	2.4%
Nordnet Pension (Precise Biometrics)	2.0%	2.0%
RM International AB	0.9%	0.9%
Peter Hoglin	0.9%	0.9%
Niels Henrik Balle	0.8%	0.8%
Precise Biometrics AB	0.7%	0.1%
Timo Hiltunen	0.7%	0.7%
Lars Ingvarsson	0.6%	0.6%
<b>Top 10 shareholders</b>	<b>14.0%</b>	<b>13.4%</b>
Other shareholders	86.0%	86.6%
<b>Total</b>	<b>100.0%</b>	<b>100.0%</b>
<i>Precise Biometrics shareholders</i>	<i>53.5%</i>	<i>53.2%</i>
<i>Fingerprint Cards shareholders</i>	<i>46.5%</i>	<i>46.8%</i>

Source: Company information, Holdings Modular Finance.

Note: Illustrative post transaction shareholder structure based on information from Holdings Modular Finance database as of 20 March 2026 and the number of shares in Precise Biometrics and Fingerprint Cards as of 20 March 2026.

### **Preliminary combined financial information**

The unaudited pro forma financial information, which describes a hypothetical situation, has been prepared for illustrative purposes to present a hypothetical overview of the effect that the Merger could have had on Precise Biometrics Group's consolidated income statement for the financial year

ended 31 December 2025 if the Merger had been completed as of 1 January 2025 and Precise Biometrics Group's consolidated balance sheet as of 31 December 2025 if the Merger was completed on this date.

*Key financial information – in summary for the period 1 January – 31 December 2025<sup>4</sup>*

Amounts in SEK thousands	Precise Biometrics	Fingerprint Cards	Accounting adjustment	Pro forma adjustments	Note	Combined Company
<b>Net sales</b>	<b>77,814</b>	<b>78,182</b>				<b>155,996</b>
Cost of goods and services sold	(21,146)	(30,682)	(14,318)	(3,442)	1,2	(69,588)
<b>Gross profit</b>	<b>56,668</b>	<b>47,500</b>	<b>(14,318)</b>	<b>(3,442)</b>		<b>86,408</b>
% of sales	73%	61%				55%
Selling expenses	(32,436)	(16,820)		(2,953)	2	(52,209)
Administrative expenses	(14,122)	(67,051)				(81,173)
R&D expenses	(27,249)	(55,230)	14,318	19,524	1	(48,637)
Other operating income/expenses	(2,920)	32,400			3	29,480
<b>Operating profit/loss</b>	<b>(20,059)</b>	<b>(59,201)</b>		<b>13,130</b>		<b>(66,131)</b>
% of sales	(26%)	(76%)				(42%)
Add-back of depreciation	4,252	5,785				10,037
Add-back of amortization	15,981	34,266		(13,130)		37,118
<b>EBITDA</b>	<b>174</b>	<b>(19,151)</b>				<b>(18,976)</b>
% of sales	0%	(24%)				(12%)
Estimated run-rate cost synergies						45,000
<b>Adjusted EBITDA</b>						<b>26,024</b>
% of sales						17%

Note 1. Fingerprint Cards has classified amortization expenses of 33.8 MSEK relating to capitalized development expenses and amortization expenses of patents within the function R&D expenses in the income statement classified by function of expense during the financial year 2025. In the pro forma consolidated income statement, the amortization expenses of capitalized development expenses of 14.3 MSEK have been adjusted to be reported in Cost of goods and services sold to be consistent with the classification of Precise Biometrics. This pro forma adjustment is expected to be non-recurring since the accounting treatment will be aligned in the Combined Company going forward. The amortization expenses related to the patents of 19.5 MSEK have been reversed. They relate to the patent value of 39.2 MSEK that has been adjusted for in the preliminary pro forma purchase price allocation. The amortization expenses are reversed in the pro forma income statement 2025 as the value of the patents will not be reflected in the new Combined Company going forward. The pro forma adjustment is non-recurring.

Note 2. Adjustment related to amortization of intangible assets totals -6.4 MSEK, whereof customer relationships -1.8 MSEK, trademarks -1.2 MSEK and technology -3.4 MSEK.

Note 3. Fingerprint Cards presents other operating income/expenses gross in their consolidated statement of comprehensive income. The amount 32.4 MSEK in the above pro forma consolidated income statement was specified between Other operating income of 48.6 MSEK and Other operating expenses of -16.2 MSEK. Other operating income include consideration relating to monetization of existing assets, primarily IP/technology rights that Fingerprint Cards has incurred during the financial period.

## **Recommendation from the board of directors of Fingerprint Cards**

The board of directors of Fingerprint Cards considers the merger consideration to be fair from a financial point of view and unanimously recommends the shareholders of Fingerprint Cards to vote in favor of the Merger Plan at the extraordinary general meeting in Fingerprint Cards, to be held on or about 6 May 2026. This view is supported by a fairness opinion from Grant Thornton Sweden AB,

<sup>4</sup> Based on data including the share prices of Precise Biometrics' ordinary shares and Fingerprint Cards' Class B shares on Nasdaq Stockholm as of 17 March 2026.

dated as of 20 March 2026, to the effect that, as of such date and based upon and subject to the assumptions and limitations set forth therein, the merger consideration to be received in the Merger is fair, from a financial point of view, to the shareholders in Fingerprint Cards.

### **Recommendation from the board of directors of Precise Biometrics**

The board of directors of Precise Biometrics considers the merger consideration to be fair from a financial point of view and unanimously recommends the shareholders of Precise Biometrics to vote in favor of the Merger Plan at the extraordinary general meeting in Precise Biometrics, to be held on or about 6 May 2026. This view is supported by valuations and assessments conducted by Precise Biometrics' advisors.

### **Shareholdings between Precise Biometrics and Fingerprint Cards**

Precise Biometrics does not hold or control any shares in Fingerprint Cards or any other financial instruments, which give Precise Biometrics a financial exposure equivalent to a shareholding in Fingerprint Cards. Precise Biometrics has not acquired any shares in Fingerprint Cards during the last six months prior to the announcement of the Merger.

Fingerprint Cards does not hold or control any shares in Precise Biometrics or any other financial instruments which give Fingerprint Cards a financial exposure equivalent to a shareholding in Precise Biometrics. Fingerprint Cards has not acquired any shares in Precise Biometrics during the last six months prior to the announcement of the Merger.

Precise Biometrics has agreed not to acquire any shares in Fingerprint Cards, and Fingerprint Cards has agreed not to acquire any shares in Precise Biometrics, until the completion of the Merger.

### **Pre-merger undertakings**

Precise Biometrics and Fingerprint Cards, respectively, have undertaken to take all necessary actions in order to complete the Merger on the terms set out herein.

Precise Biometrics and Fingerprint Cards shall, during the period from the date of the Merger Plan and until registration of the Merger with the Swedish Companies Registration Office, carry on the business of their respective companies in the ordinary course of business and shall not, without the prior written consent of the other company, take any of the following actions:

- (a) declare or pay any dividend or make any other value transfer to shareholders;
- (b) issue shares or other securities, except for the issue of shares in Precise Biometrics for settlement of the merger consideration and the issue of any Substitute Warrants (as defined below) in Precise Biometrics;
- (c) resolve upon share split or similar action;
- (d) acquire, sell or agree to acquire or sell, material shareholdings, businesses or assets;
- (e) enter into or amend any material contracts or arrangements, or incur any additional indebtedness other than in the ordinary course of operating its business; or

- (f) amend the articles of association or any other constitutional documents, except for (i) necessary amendment of the articles of association of Precise Biometrics to settle the merger consideration or other amendments necessary for completion of the Merger or the Rights Issue, and (ii) amendments of the articles of association of Fingerprint Cards regarding the number of board members.

### **Conditions for the Merger**

Completion of the Merger is conditional upon:

- (a) that the general meeting in Fingerprint Cards resolves to approve the Merger Plan;
- (b) that the general meeting in Precise Biometrics resolves to (i) approve the Merger Plan, (ii) issue the merger consideration shares, (iii) authorize the board of directors to issue any Substitute Warrants (as defined below), (iv) adopt new articles of association in accordance with the proposal by the board of directors and (v) authorize the board of directors to resolve on the Rights Issue;<sup>5</sup>
- (c) that the Merger has received all necessary regulatory, governmental or similar clearances, approvals and decisions, including a decision from the Inspectorate of Strategic Products (Sw. *Inspektionen för strategiska produkter*) (“**ISP**”) to take no action regarding a notification in accordance with the Swedish Screening of Foreign Direct Investments Act (Sw. *lag (2023:560) om granskning av utländska direktinvesteringar*) (the “**FDI Act**”) or, if applicable, approve the Merger following screening, in each case on terms which, in the opinion of the Boards in good faith, are acceptable;
- (d) that Nasdaq Stockholm has admitted the shares to be issued as merger consideration to trading on Nasdaq Stockholm;
- (e) that the Merger is not in whole or in part made impossible or materially impeded as a result of legislation, court rulings, decisions by public authorities or anything similar;
- (f) that the pre-merger undertakings made by Precise Biometrics and Fingerprint Cards as set out above and in section 5 (*Pre-merger undertakings*) in the Merger Plan are not breached before the day of the registration of the Merger with the Swedish Companies Registration Office in any such way which would result in a material adverse effect on the Merger or the Combined Company; and
- (g) that no change, matter or event or series of changes, matters or events has occurred that has had or could reasonably be expected to have a material adverse effect on the financial position, operations or assets of Precise Biometrics, Fingerprint Cards or the Combined Company, and as a result of which the other company cannot reasonably be expected to complete the Merger.

If the conditions set out in this section have not been satisfied and completion of the Merger has not taken place on or before 31 December 2026, the Merger will not be implemented and this Merger Plan shall cease to have any further effect, however that the Merger will only be discontinued and the Merger Plan shall only cease to have any further effect, to the extent permitted by applicable law, if the non-satisfaction is of material importance to the Merger or the Combined Company. The

<sup>5</sup> Proposals regarding items (iii) and (v) are expected to be presented to the annual general meeting, to be held on 21 May 2026.

Boards reserve the right to jointly waive, in whole or in part, one, several or all of the conditions above.

The Boards shall, subject to applicable law, be entitled to jointly decide to postpone the last date for fulfilment of the conditions from 31 December 2026 to a later date.

### **Financing**

The completion of the Merger is not conditional upon any financing since the merger consideration in its entirety comprises new ordinary shares in Precise Biometrics.

### **Due diligence**

When preparing for the Merger, the companies have conducted limited, customary due diligence reviews of certain business, financial, commercial and legal information relating to Precise Biometrics and Fingerprint Cards, respectively. During the due diligence reviews, no other information that had not previously been disclosed and which would constitute inside information in Precise Biometrics or Fingerprint Cards was shared.

### **Holders of securities with special rights in Fingerprint Cards**

#### *Warrants of series 2025:1*

In connection with Fingerprint Cards' rights issue of units comprising B shares and warrants entitling to subscription for B shares, which was resolved upon by the board of directors on 17 December 2024, and approved by the general meeting on 17 January 2025, a total of 1,917,864,768 warrants of series 2025:1 were issued (the "**Warrants**") (TO8). The Warrants are traded on Nasdaq Stockholm.

In connection with the Merger, the Warrant holders will have the opportunity to either (i) transfer their Warrants in exchange for warrants with corresponding rights in the Combined Company (the "**Substitute Warrants**"), in accordance with the terms and conditions of the Warrants, or (ii) have their Warrants purchased by Precise Biometrics at a price of approximately SEK 0.0010<sup>6</sup> per Warrant, representing a premium of 12 percent compared to the closing price of SEK 0.0009 per Warrant on Nasdaq Stockholm on 20 March 2026. Warrant holders will be contacted separately in connection with completion of the Merger for purposes hereof, and Warrant holders not choosing to receive Substitute Warrants will, without any further action being required, have their Warrants purchased by Precise Biometrics at the price set out above and, in connection therewith, the consideration for the Warrants will be paid into the Warrant holder's securities account.

#### *Employee stock options*

The annual general meeting in Fingerprint Cards held on 24 June 2025 resolved to adopt an employee stock option program for employees ("**ESOP 2025/2028**") and an employee stock option program for board members ("**ESOP 2025/2029**").

The board of directors of Fingerprint Cards has, in accordance with the terms and conditions of ESOP 2025/2028, resolved (i) that the employee stock options shall, conditional upon the approval of the Merger Plan by the general meeting, be exercisable in advance up until and including the date of the

<sup>6</sup> The price per Warrant amounts to SEK 0.001008.

general meeting for the approval of the Merger Plan, and (ii) that exercised employee stock options shall be settled in cash, whereby it is noted that the strike price and the transaction value implied by the merger consideration mean that the cash amount payable per exercised stock option will be zero (0). Outstanding employee stock options not exercised pursuant to the foregoing shall automatically be forfeited. The warrants issued in connection with ESOP 2025/2028 will be cancelled in connection with completion of the Merger. The nomination committee of Fingerprint Cards is expected to make a corresponding resolution with respect to the employee stock options under ESOP 2025/2029, in accordance with the terms and conditions of ESOP 2025/2029.

Apart from the above, there are no other warrants, convertibles or other securities providing the holder with special rights in Fingerprint Cards.

### **Approval from authorities**

The completion of the Merger is conditional upon, inter alia, all regulatory approvals and clearances from authorities necessary for the Merger having been obtained on terms that do not include any qualifications, conditions or undertakings that, in the opinion of the Boards, in good faith, would have a material adverse effect on the business, competitive position or financial condition of the Combined Company following completion of the Merger, including the receipt of a decision from the ISP to leave Precise Biometrics' notification under the FDI Act unaddressed or to approve the Merger following review.

Precise Biometrics has initiated the work on the filings relevant for the clearances from the ISP under the FDI Act.

### **Indicative timetable<sup>7</sup>**

23 March 2026	The Merger Plan is announced and made available to the companies' shareholders
Mid-April 2026	Merger information document published
On or about 6 May 2026	EGMs in Precise Biometrics and Fingerprint Cards
Early Q3 2026	The Swedish Companies Registration Office registers the Merger
Early Q3 2026	Launch of Rights Issue to raise approximately SEK 110 million

### **Planned date for Fingerprint Cards' dissolution**

Fingerprint Cards will be dissolved and its assets and liabilities will be transferred to Precise Biometrics when the Swedish Companies Registration Office registers the Merger. This is expected to occur in the beginning of the third quarter 2026. The companies will announce the date on which the Swedish Companies Registration Office is expected to register the Merger at a later stage.

<sup>7</sup> All dates are preliminary and may be subject to change.

The last day for trading in the Fingerprint Cards shares is expected to be the day that falls two trading days prior to the registration of the Merger by the Swedish Companies Registration Office, and the first day of trading of the newly issued shares is estimated to take place two trading days following the day of the registration of the Merger.

### **Applicable law and disputes**

The Merger shall be governed by and construed in accordance with the laws of Sweden. The Swedish Corporate Governance Board's Takeover Rules for Nasdaq Stockholm and Nordic Growth Market NGM, and the Swedish Securities Council rulings regarding the interpretation and application of the Takeover Rules, apply in relation to the Merger. In accordance with section V.2 of the Takeover Rules, Precise Biometrics has undertaken towards Nasdaq Stockholm to comply with the Takeover Rules and to submit to any sanctions imposed by Nasdaq Stockholm upon breach of the Takeover Rules. The courts of Sweden shall have exclusive jurisdiction over any dispute arising out of or in connection with the Merger and the City Court of Stockholm shall be the court of first instance.

### **Rights issue following the Merger, etc.**

Following completion of the Merger, the Combined Company intends to raise approximately SEK 110 million through the Rights Issue. Net proceeds from the Rights Issue will be used to accelerate growth, capture identified synergies and support continued expansion of the Combined Company globally. Precise Biometrics has received guarantee commitments, on customary terms, totaling SEK 45 million from several guarantors for purposes of the Rights Issue. In addition, Precise Biometrics and DNB Bank ASA have entered into an underwriting agreement, subject to customary terms, for an aggregate amount of SEK 35 million. Hence, the Rights Issue is subject to guarantee commitments totaling SEK 80 million. Neither the guarantee undertakings nor the commitment under the underwriting agreement is secured by bank guarantees, blocked funds, pledged assets or the like. A remuneration of eleven (11) percent is paid for the guarantee commitments and underwriting agreement.

Final terms of the Rights Issue will be determined by the board of directors of the Combined Company at a later date, based on the prevailing market conditions at the time of the Rights Issue. Precise Biometrics intends to propose that the annual general meeting of Precise Biometrics, to be held on 21 May 2026, resolves on an issue authorization that enables the Rights Issue.

In order to strengthen Fingerprint Cards' short-term working capital requirements until completion of the Merger, Fingerprint Cards has procured bridge financing of in total SEK 20 million.

### **Advisors**

Precise Biometrics has retained DNB Carnegie Investment Bank as financial advisor and Vinge as legal adviser. Fingerprint Cards has retained KANTER and LegalWorks Nordic as legal advisers.

### **Conference call for investors, analysts, and media**

Joakim Nydemark, CEO of Precise Biometrics, and Adam Philpott, CEO of Fingerprint Cards, will participate in a webcast on 23 March 2026 at 10:00 am CET.

Webcast URL: <https://events.inderes.com/live/investor-presentation-march-2026>.

## **Additional information**

Additional information about the Merger is available at Precise Biometrics' website, <https://www.precisebiometrics.com/>, and Fingerprint Cards' website, <https://www.fpc.com/>.

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### **For further information, please contact:**

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*This is information that Precise Biometrics AB (publ) and Fingerprint Cards AB (publ) are obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, on 23 March 2026 at 08:00 am CET.*

### **Precise Biometrics in brief**

Precise Biometrics is a global pioneer in biometrics and cybersecurity. The offering includes algorithm products for fingerprint, facial, and palm recognition, along with turnkey solutions for visitor management (Precise Biometrics Visit by EastCoast) and biometric physical access (Precise Biometrics Access).

The premium solutions enable secure and seamless access to data, mobile devices, premises, and trusted identities. Key focus areas include biometric authentication for mobile phones, laptops, security keys, logical access, vehicles, government biometric programs, as well as enterprise solutions for visitor management and biometric physical access.

Precise Biometrics operates through two business units, Digital Identity and Biometric Technologies, and the company has offices in Sweden (HQ in Lund), the US, South Korea, Taiwan, and China. Precise Biometrics is a public company listed on Nasdaq Stockholm (PREC), small cap.

For more information about Precise Biometrics, visit: <https://www.precisebiometrics.com/>.

### **Fingerprint Cards in brief**

Fingerprint Cards is a global biometrics and identity leader. The company delivers intelligent edge-to-cloud solutions that make identity secure, seamless, and passwordless. Trusted by enterprises, fintechs, and OEMs, Fingerprint Cards' platforms power hundreds of millions of devices and enable billions of authentications daily. Beyond consumer electronics and payments, the company strengthens enterprise identity with help desk enablement, self-service recovery, and support for shared devices. With multi-modal biometrics, including fingerprint, iris, face, and more, Fingerprint Cards reduces friction, cuts IT costs, and improves user experience. Fingerprint Cards is listed on Nasdaq Stockholm (FING B), small cap.

For more information about Fingerprint Cards, visit: <https://www.fpc.com/>.

### **Important information**

For the purposes of this disclaimer, "this press release" means this document, its contents or any part of them, any oral presentation, any question-and-answer session and any written or oral materials discussed or distributed therein.

This press release may not be made public, published or distributed, either directly or indirectly, in or into Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore, South Africa, South Korea, Switzerland, the United Kingdom, the United States, or any other jurisdiction where such action, in whole or in part, would be subject to legal restrictions or would require additional information documents, registration, or other measures beyond those required by Swedish law. The information in this press release may not be forwarded or reproduced in a manner that is inconsistent with such restrictions or would entail such requirements. Any violation of these instructions may constitute a breach of applicable securities laws.

This communication does not constitute notice to a general meeting or a merger document, nor shall it constitute an offer to sell or the solicitation or invitation of any offer to buy, acquire or subscribe for, any securities or an inducement to enter into investment activity, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Any decision with respect to the proposed statutory merger of Precise Biometrics AB (publ) and Fingerprint Cards AB (publ) in accordance with the Swedish Companies Act should be made solely on the basis of information to be contained in the actual notices to the general meetings of Precise Biometrics and Fingerprint Cards, as applicable, and the merger document related to the Merger as well as on an independent analysis of the information contained therein. You should consult the merger document, which will be available prior to the general meeting at which the matters set out herein will be subject to vote, for more complete information about the Merger. You should also perform an independent analysis of the information contained therein and the merger document when making any investment decision.

This press release contains forward-looking statements. By their nature, forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors because they relate to events and depend on circumstances that will occur in the future whether or not outside the control of each respective company or the Combined Company. Such factors may cause actual results, performance or developments to differ materially from those expressed or implied by such forward-looking statements. Although managements of each respective company believe that their expectations reflected in the forward-looking statements are reasonable based on information currently available to them, no assurance is given that such forward-looking statements will prove to have been correct. You should not place undue reliance on forward-looking statements. They speak

only as at the date of this press release and neither Precise Biometrics nor Fingerprint Cards undertake any obligation to update these forward-looking statements. Past performance of Precise Biometrics and Fingerprint Cards does not guarantee or predict future performance of the Combined Company. Moreover, Precise Biometrics, Fingerprint Cards and their respective affiliates and their respective officers, employees and agents do not undertake any obligation to review, update or confirm expectations or estimates or to release any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of the presentation. Additionally, there can be no certainty that the Merger will be completed in the manner and timeframe described in this press release, or at all.