
Statement by the board of directors of Fingerprint Cards in relation to the merger with Precise Biometrics

The board of directors of Fingerprint Cards AB (publ) (“Fingerprint Cards”) unanimously recommends the shareholders of Fingerprint Cards to vote in favor of the completion of the merger between Fingerprint Cards and Precise Biometrics AB (publ) (“Precise Biometrics”) announced by press release today 23 March 2026 (the “Merger”). The Board of Directors believes the Merger to be significantly value-adding for shareholders and other stakeholders, as it will create a combined business with a stronger offering, strengthened commercial reach, realize meaningful synergies and a profitable foundation with necessary scale for future organic growth and consolidation.

Background

The board of directors of Fingerprint Cards and Precise Biometrics (together, the “**Companies**”) have today, 23 March 2026, adopted a joint merger plan (the “**Merger Plan**”), pursuant to which Precise Biometrics and Fingerprint Cards have agreed to combine the Companies through 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 merged company which will be the result of the Merger is hereinafter referred to as the “**Combined Company**”. The Merger Plan is available on the Companies’ respective websites, <https://www.precisebiometrics.com/> and <https://www.fpc.com/>.

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

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).^[1] Hence, 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.

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.

This statement is made by the board of directors of Fingerprint Cards (the "**Board**") in accordance with section II.19 of the Stock Market Self-Regulation Committee's (Sw. *Aktiemarknadens självregleringskommittés*) Takeover rules for Nasdaq Stockholm and Nordic Growth Market NGM.

The Board has engaged KANTER Advokatbyrå KB and LegalWorks Nordic as legal advisors in connection with the Merger. The Board has engaged Grant Thornton to issue a fairness opinion regarding the Merger. The fairness opinion is attached to this statement.

The Board's recommendation

The Board's view of the Merger is based on an assessment of a number of factors that the Board has considered relevant in evaluating the Merger. These factors include, but are not limited to, the strategic merits of the Merger, the current market situation, future opportunities and risks and Fingerprint Cards' financial position.

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 a 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 Board expects 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 Board believes that 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.

In its evaluation of the Merger, the Board has also taken into account that the Combined Company, following completion of the Merger, intends to raise approximately SEK 110 million through a rights issue of shares ("**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.

In addition, the Board has taken into account the fairness opinion provided by Grant Thornton on behalf of the Board. This opinion states that Grant Thornton is of the opinion that the Merger is fair to the shareholders of Fingerprint Cards from a financial point of view, based on the conditions and assumptions set out in the fairness opinion.

The Board notes that the merger consideration represents a premium of approximately 12 percent compared to the closing price of the Fingerprint Cards B share on 20 March 2026, the last trading day prior to the announcement of the Merger.

In summary, the Board considers that the Merger is in favor of Fingerprint Cards and its shareholders. The Board further believes that the merger consideration is fair from a financial point of view to the shareholders of Fingerprint Cards. Based on the above, the Board unanimously recommends the shareholders of Fingerprint Cards to vote in favor of the Merger at the upcoming extraordinary general meeting.

Impact on Fingerprint Cards and its 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 a 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.

Applicable law and disputes

This recommendation shall in all aspects be governed by and interpreted in accordance with Swedish law. Any disputes relating to or arising in connection with this recommendation shall be settled exclusively by Swedish courts.

Information about Precise Biometrics and Fingerprint Cards

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/>.

Gothenburg, 23 March 2026
Fingerprint Cards AB
The Board of Directors

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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.

[1] Merger consideration is received for each Fingerprint Cards share outstanding at the date of the completion of the Merger, irrespective of share class.

Attachments

[Fairness Opinion \(ENG\)](#)