

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

The shareholders of Fingerprint Cards AB (publ), reg. no. 556154-2381 (the "**Company**"), are hereby given notice of the extraordinary general meeting to be held on Wednesday 2 November 2022.

The board of directors has decided that the extraordinary general meeting shall be held without physical presence of shareholders, proxies or external parties and that the shareholders shall have the opportunity to exercise their voting rights by postal voting prior to the general meeting pursuant to Sections 20 and 22 of the Swedish Act on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations.

Please observe

On 31 October 2022 the Company announced through a press release that the board of directors has resolved to withdraw the previous proposal for a set-off issue to the Hybrid Investors (as defined below) according to item 8 in the proposed agenda below. The withdrawal is done due to the authorisation to resolve on issue of shares granted to the board of directors by the annual general meeting on 24 May 2022, which was registered with the Swedish Companies Registration Office on 9 June 2022, is sufficient to repay the Hybrid Investors in full. In the press release mentioned above, the Company has also informed that the proposed chairman of the extraordinary general meeting is unable to participate and the board of directors has proposed a new chairman in accordance with item 2 in the proposed agenda.

Vote at the general meeting

Shareholders who wish to exercise their voting rights at the general meeting must:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB on 25 October 2022 or, if the shares are registered in the name of a nominee, request that the nominee registers the shares in their own name for voting purposes in such time that the registration is completed by 27 October 2022; and
- submit a postal vote in accordance with the instructions set out in the section "*Instructions for postal voting*" below in such time that the Company receives the postal vote no later than on 1 November 2022.

Instructions for postal voting

In order to vote at the general meeting, the shareholders must use the advance voting form and follow the instructions available on the Company's website, www.fingerprints.com/egm-nov2022. The advance voting form will be considered as a notice of attendance from the shareholder and must be received no later than on 1 November 2022. A shareholder can vote in advance by one of the following methods:

- by electronic signature (Swedish Bank-ID) on the Company's website, www.fingerprints.com/egm-nov2022;
- by e-mail submitting the advance voting form available on the Company's website to proxy@computershare.se; or
- by completing the advance voting form available on the Company's website and send a physical copy (i.e. printed out) by post to Computershare AB, Box 5267, SE-102 46 Stockholm (Att. "*Fingerprint Cards EGM November 2022*").

If a shareholder's voting rights are exercised through a proxy, a power of attorney and other authorisation documents must be enclosed to the advance voting form. The authorisation documents



may not be older than one year, unless a longer period of validity (not exceeding five years) is specified in the document. If the power of attorney is issued by a legal entity, a certificate of incorporation or other authorisation document evidencing the signatory rights shall be enclosed to the advance voting form. A proxy form is available at the Company's website, www.fingerprints.com/egm-nov2022.

A shareholder cannot give any other instructions than selecting one of the options specified at each item in the advance voting form. A vote (i.e. the postal vote in its entirety) is not valid if the shareholder has modified the form to provide specific instructions or conditions or if pre-printed text is amended or supplemented.

For questions regarding the postal voting process, please contact Computershare AB, ph. +46 771 24 64 00, weekdays between 9:00 and 16:00 (CEST).

Proposed agenda

1. Opening of the meeting
2. Election of chairman for the meeting
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Election of two persons to verify the minutes
6. Determination of whether the meeting has been duly convened
7. Resolution on subsequent approval of the board of directors' decision on a rights issue of units consisting of shares of series A and warrants and shares of series B and warrants
8. **[Withdrawn]**
9. Closing of the meeting

Proposed resolutions

Item 2: Election of chairman for the meeting

The board of directors proposes that the lawyer Christopher Escalante, 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 5: Election of two persons to verify the minutes

The board of directors proposes that Helen Fasth Gillstedt (representing Handelsbanken Fonder) and Johan Carlström, or in the event of one or both of their absence, the persons appointed by the board of directors, are elected to verify the minutes of the meeting. The task of verifying the minutes also includes verifying the voting register and that the advance votes received are correctly stated in the minutes of the general meeting.

Item 7: Resolution on subsequent approval of the board of directors' decision on a rights issue of units consisting of shares of series A and warrants and shares of series B and warrants

Background

On 10 October 2022, the Company announced that the board of directors had decided on an issue of A-units consisting of shares of series A ("**A-shares**") and warrants entitling the holder to subscribe for A-shares and B-units consisting of shares of series B ("**B-shares**") and warrants entitling the holder to subscribe for B-shares (together the "**Units**") in the Company, with pre-emptive rights for the Company's shareholders (the "**Rights Issue**").

Certain of the Company's shareholders (including senior executives and board members), as well as the Hybrid Investors (defined below) have undertaken to subscribe for B-units of approximately SEK 27



million in total, corresponding to approximately 9 per cent of the number of B-units in the Rights Issue. In addition, certain external investors, including Carnegie Investment Bank AB (publ), the Hybrid Investors (defined below) and existing shareholders have entered into underwriting commitments of approximately SEK 273 million in total, corresponding to approximately 91 per cent of the number of B-units in the Rights Issue. Hence, the rights issue of B-units is, if carried out, fully secured by subscription undertakings and underwriting commitments. For the underwriting commitments, consideration of 7 per cent of the underwritten amount will be paid in cash. No consideration is paid for the executed subscription undertakings. Neither the subscription undertakings nor the underwriting commitments are secured through bank guarantees, restricted funds, pledged assets or similar arrangements. Further information on the parties that have entered into the underwriting commitments will be presented in the prospectus that will be published prior to the commencement of the subscription period.

For more information, please refer to the press release regarding the Rights Issue on the Company's website, www.fingerprints.com/rightsissue.

Proposal

The board of directors propose that the extraordinary general meeting resolves to approve the board of directors' decision on 10 October 2022 to issue Units with pre-emptive rights for the Company's shareholders on the terms and conditions set out below.

Decision on the final terms and conditions

The board of directors will, no later than on 31 October 2022, decide on the maximum amount by which the Company's share capital may be increased with, the number of Units (and thereby the number of shares and warrants) that will be issued, and the subscription price to be paid for each Unit (and thereby the price per share, the warrants will be issued free of charge). The subscription price and other subscription conditions shall be the same for each A-unit as for each B-unit.

Subscription right

Each holder of A-shares and B-shares have pre-emptive rights to subscribe for new shares of the same class and new warrants entitling the holder to subscribe for shares of the same class (i.e., holders of A-shares are entitled to subscribe for A-units and holders of B-shares are entitled to subscribe for B-units) in relation to the number of shares previously held by the holder (primary pre-emption right). A-units and/or B-units not subscribed for with primary pre-emption right shall be offered for subscription to all shareholders (subsidiary pre-emption right).

In the event that not all Units are subscribed for by exercising unit rights, the board of directors shall, within the maximum limit of the Rights Issue, decide on allotment of Units to those who have subscribed for Units without unit rights in accordance with the following allotment principles:

- *Firstly*, allotment of Units shall be granted to those who have subscribed for Units by exercising unit rights, regardless if they were registered as shareholders' on the record date on 8 November 2022 or not, in relation to the number of unit rights exercised for subscription of Units by that individual, and, to the extent this is not possible, by drawing lots.
- *Secondly*, allotment of Units shall be granted to others who have subscribed for Units without exercising unit rights and, in the event of over-subscription, in relation to the number of Units such individual have applied to subscribe for, and, to the extent this is not possible, by drawing lots.
- *Thirdly* and as the case may be, Units shall be allotted to any underwriters who have entered into underwriting commitments with the Company, in accordance with the terms and conditions of such commitment.

Subscription period and payment

Subscription of Units by exercising unit rights shall be made between 10 November 2022 and



24 November 2022. Subscription of Units without exercising unit rights shall be carried out on a separate application form during the same period. Payment for Units subscribed for without exercising unit rights shall be made through payment in cash no later than 30 November 2022. The board of directors shall have the right to extend the subscription period as well as the payment period.

Only Units will be allotted, hence no A-shares, B-shares or warrants will be allotted individually. However, following the completion of the Rights Issue, the Units will be converted into A-shares or B-shares and warrants. The warrants are issued free of charge.

Record date

Those who are registered as shareholders in the Company in the share register maintained by Euroclear Sweden AB on the record date 8 November 2022 shall be entitled to subscribe for Units with pre-emptive rights.

Right to dividend

The new shares shall carry the right to dividend for the first time on the record date for dividends that follows immediately after the shares have been registered with the Swedish Companies Registration Office and entered in the share register maintained by Euroclear Sweden AB. The new shares arising from warrants being exercised carries the right to dividend for the first time on the record date for dividends that follows immediately after the subscription of these shares have been executed.

Authorisation to make minor adjustments

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.

Item 8: Resolution on subsequent approval of the board of directors' decision on a issue of shares of series B by way of set-off

[Withdrawn]

Voting requirement

A resolution to approve the proposal under item 8 (Resolution on subsequent approval of the board of directors' decision on an issue of shares of series B by way of set-off) 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.

Available documents

The full proposals and other documentation for the meeting will be held available at the Company's office at Kungsgatan 20, SE-411 19 Gothenburg, and on the Company's website, www.fingerprints.com/egm-nov2022, in accordance with the requirements set out in the Swedish Companies Act. The documents will also be sent to shareholders who so request and inform the Company of their address.

A share register reflecting the shareholdings in the Company will be made available at the Company's head office prior to the extraordinary general meeting.

Number of shares and votes in the Company

As of the date of this notice, the total number of shares in the Company amounts to 298,000,000 (6,000,000 shares of series A and 292,000,000 shares of series B). The total number of votes amounts to 352,000,000. At the time of this notice, the Company holds 3,800,000 shares of series B in treasury.

Shareholders right to request information



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Shareholders that wish to request information pursuant to Chapter 7, Section 32 of the Swedish Companies Act shall do so by submitting the request in writing by post to Fingerprint Cards AB, Att. "Fingerprint Cards EGM November 2022", Kungsgatan 20, SE-411 19 Gothenburg, or by e-mail to investrel@fingerprints.com no later than on 23 October 2022. The information will be made available at the Company's head office and on www.fingerprints.com/egm-nov2022 no later than on 28 October 2022. Within the same time, the information will be sent to shareholders who so request and inform the Company of their address.

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 October 2022
Fingerprint Cards AB (publ)
The board of directors