
Notice to attend the Annual General Meeting of Fingerprint Cards AB (publ)

The shareholders of Fingerprint Cards AB (publ), Corp. Reg. No. 556154-2381 (hereinafter referred to as the "Company"), are hereby invited to attend the Annual General Meeting ("AGM") to be held at 3.00 p.m. on Wednesday, May 22, 2019 at Scandic Crown, Polhemsplatsen 3, Gothenburg, Sweden.

A. Right to participate at the Meeting

Shareholders wishing to attend the AGM must be entered in the share register maintained by Euroclear Sweden AB by Thursday, May 16, 2019 and must notify the Company of their intention to attend the AGM no later than May 16, 2019, either via the following [link](#), by telephoning +46 (0)8 518 01 552 or by posting a letter to the following address: Computershare AB, "Fingerprint Cards AB AGM", P.O. Box 610, SE-182 16 Danderyd, Sweden.

On giving notice of attendance, shareholders must state their name, personal or corporate identity number, address, telephone number, e-mail address and details of their shareholdings and any attending advisors. A proxy form for shareholders wishing to participate via proxy will be available from the Company's website, www.fingerprints.com. Shareholders represented by proxy must issue a dated Power of Attorney authorizing the representation. If a Power of Attorney is issued by a legal entity, a certified copy of the registration certificate or the equivalent for the issuing legal entity must be appended. The Power of Attorney and registration certificate must be sent by letter to the Company at the above-stated address in due time prior to the AGM. Power of Attorney-documents may not be older than five years.

To be entitled to participate in the proceedings of the AGM, shareholders with shares that are nominee-registered through a bank's trustee department or other trustee must temporarily re-register the shares in their own name with Euroclear Sweden AB. Since such registration must be completed by May 16, 2019, the trustee must be notified in due time before the said date. Participation passes for the shareholders who have registered an intention to participate in the AGM will be sent by regular mail starting on May 16, 2019. The participation pass shall be displayed at the entrance of the AGM premises.

B. Matters to be addressed at the Meeting

Proposed agenda

- 1) Opening of the Meeting
- 2) Election of Chairman of the Meeting
- 3) Preparation and approval of the voting list
- 4) Approval of the agenda
- 5) Election of two persons to attest the minutes
- 6) Determination of whether the Meeting has been duly convened
- 7) The President & CEO's presentation
- 8) Presentation of the submitted Annual Report and the Auditor's Report, and the Consolidated Financial Statements and the Auditor's Report on the Consolidated Financial Statements
- 9) Resolutions regarding:

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- a. adoption of the Income Statement and the Balance Sheet, and the Consolidated Income Statement and Consolidated Balance Sheet
 - b. appropriation of the Company's profit/loss according to the adopted Balance Sheet
 - c. discharge from liability of the Board of Directors and the President
- 10) Determination of the number of Board members
 - 11) Determination of remuneration of the Board of Directors
 - 12) Determination of remuneration of the Auditors
 - 13) Election of Board members and Chairman of the Board
 - 14) Election of Auditors
 - 15) Resolution regarding the Nomination Committee
 - 16) Board of Directors' motion concerning approval of guiding principles for remuneration of senior executives
 - 17) Board of Director's motion concerning authorization of the Board to decide on the repurchase and transfer of Class B treasury shares
 - 18) Board of Directors' motion concerning authorization of the Board to decide on the issue of new shares with or without preferential rights for the shareholders
 - 19) Board of Director's motion concerning authorization of the Board to execute minor adjustments to resolutions passed at the AGM in conjunction with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.
 - 20) Closing of the Meeting

Proposals for resolution, etc.

Nomination Committee's proposals concerning items 2, 10 – 15 on the agenda

The Nomination Committee has been formed in accordance with the resolution passed by the 2018 AGM and comprises Dimitrij Titov (Chairman of the Nomination Committee), Johan Carlström and Rikard Andersson.

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 Board members

The Nomination Committee proposes that the Board of Directors comprise of eight (8) 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 2,515,000, 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:

- 1) Johan Carlström
- 2) Ted Elvhage
- 3) Urban Fagerstedt
- 4) Alexander Kotsinas
- 5) Tomas Mikaelsson
- 6) Dimitrij Titov
- 7) Juan Vallejo

It is proposed that Sofia Bertling be elected as new Member of the Board.

It is proposed that Johan Carlström be elected as Chairman of the Board.

Presentation of proposed new Member of the Board

Sofia Bertling (born 1970)

Employment and other Board assignments

General Manager SECTRA Medical Education, i.e. Manager of the business unit Medical Education, and part of SECTRA AB's executive management team, which comprises eight people.

Chairman of the Board and CEO of the dormant company ReachIT Consulting AB.

Education

Master of Science in Material Science, KTH Royal Institute of Technology
Doctor of Science (Technology), KTH Royal Institute of Technology

Background

2018- General Manager SECTRA Medical Education.

2015-2017	CEO, HERMES Medical Solutions AB, Inc, China, i.e. Hermes companies in the United States, Canada, China and Sweden, including UK subsidiaries.
2008-2015	COO HERMES Medical Solutions
2006-2008	Quality Manager HERMES Medical Solutions
2005-2006	Project Manager HERMES Medical Solutions
1994-1999	Research Engineer Swerea KIMAB

Shareholdings and holdings of financial instruments in the Company (own as well as of persons closely related)

No holdings.

Information regarding the Members of the Board proposed for re-election is available at 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 Stephens KLN AB be re-elected as auditor for a term of office of one year up until the end of the 2020 AGM. Moore Stephens KLN AB has announced the intention that Authorized Public Accountant Ulf Lindesson be appointed Auditor-in-Charge. Information about Moore Stephens KLN AB and Ulf Lindesson is available at <http://www.moorestephens.se/>.

Item 15 – Resolution concerning the Nomination Committee

Nomination Committee's proposal

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 2020 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

Board of Directors' motions for resolutions concerning items 9b, 16 – 19 on the agenda

Item 9 b – Appropriation of the Company's profits

The Board of Directors proposes that the net profit for the year and retained earnings be appropriated in accordance with the motion in the Annual Report. The motion entails that no dividend will be paid.

Item 16 – Board of Directors' motion concerning approval of guiding principles for remuneration of senior executives.

The Remuneration Committee, which is appointed from among Board members, is to prepare guidelines in respect of pay and other employment terms for the President and senior executives and present the Board with proposals in respect of these issues. The Board decides on pay and other remuneration of the President. The President is to determine the salary and other remuneration payable to other senior executives in accordance with the Board's guiding principles. The term "other senior executives" refers to the individuals who, in addition to the President, constitute the Executive Management Group. The basic remuneration levels are to be market-based. Remuneration

comprises a fixed basic salary, variable remuneration calculated according to predetermined targets, other benefits, and pension. The distribution between fixed salary and variable remuneration is to be proportionate to the executive's responsibilities and authorities. The variable remuneration payable to the President and other senior executives may not exceed one-hundred per cent (100 %) of their fixed annual salary. Pension terms and conditions are to be based on defined-contribution pension schemes. The period of notice from the Company is not to exceed six (6) months. During the period of notice of no longer than six (6) months, full salary and employment benefits are payable. If employment is terminated by the Company, severance pay is payable in an amount corresponding to not more than twelve (12) monthly salaries. Decisions regarding share and share-price-based incentive programs are to be made by the AGM. In certain cases, the Board of Directors is to be entitled to disapply the guidelines if special circumstances prevail.

Item 17 – Board of Director's motion concerning authorization of the Board to decide on the repurchase and transfer of Class B treasury shares

The Board of Directors proposes that the AGM authorize the Board to repurchase, on one or several occasions up until the next AGM, as many Class B shares in the Company as may be purchased without the Company's holding at any time exceeding ten per cent (10 %) of the total number of outstanding shares in the Company. The acquisitions shall take place on Nasdaq Stockholm and only at a price per share within the share price interval registered at that time, which means the difference between the highest buying price and the lowest selling price. Payment for the shares shall be made in cash.

It is also proposed that the Board of Directors be authorized to resolve, on one or several occasions up until the next AGM, to transfer the Company's Class B shares, deviating from the shareholders' preferential rights. Transfers of Class B shares can take place on Nasdaq Stockholm. Transfer may also be made in other ways, against cash payment or against payment through set-off or contribution in kind, or otherwise with conditions. Transfers may be made of no more Class B shares than the number of such shares held by the Company at the time of the Board's decision regarding transfer. Transfers on Nasdaq Stockholm may only be carried out at a price per share within the share price interval registered at that time, which means the difference between the highest buying price and the lowest selling price. If transferred otherwise than on Nasdaq Stockholm, the share price shall be established so that it is not below market terms. However, a discount to the stock market price may apply, in line with market practice.

The purpose of the authorizations is to promote efficient capital usage in the Company and to create flexibility in the Company's ability to seize attractive business opportunities by wholly or partly financing acquisitions of companies or business operations through the transfer of own shares.

Item 18 – Board of Directors' motion concerning authorization of the Board to decide on the issue of new shares with or without preferential rights for the shareholders

The Board of Directors proposes that the AGM authorize the Board to resolve, on one or several occasions up until the next AGM, with or without deviation from the shareholders' preferential rights, on new issues of Class B shares, warrants and/or convertibles entitling to subscription of Class B shares, corresponding to no more than ten per cent (10 %) of the total number of outstanding shares in the Company on the day of publication of this notice. The authorization shall also include a

right to resolve on a new issue of shares, warrants and/or convertibles against payment through set-off or contribution in kind or otherwise with conditions in accordance with the Swedish Companies Act.

Issue of share against payment in cash or through set-off with deviation from the shareholders' preferential rights shall be carried out on market terms.

The purpose of the proposal and the option to deviate from the shareholders' preferential rights is to provide flexibility in connection with possible raise(s) of capital or acquisitions of companies or business operations.

Item 19 – Minor adjustments

The Board of Directors proposes that the AGM authorize the Board, or such person appointed by the Board, to make minor adjustments to the resolutions passed at the AGM should they be required in conjunction with registration with the Swedish Companies Registration Office or Euroclear Sweden AB.

C. Information, documentation and number of shares and votes

A valid resolution pursuant to items 17 – 18 above requires the support of not less than two-thirds of both the votes cast and the number of shares represented at the AGM.

If so requested by any shareholder, and if the Board deems that it will not pose any material damage for the Company, the Board and the President shall disclose information concerning circumstances that could affect the assessment of an item on the agenda, circumstances that could impact the financial situation of the Company or its subsidiaries, and the Company's relationship with other Group companies, as well as its consolidated financial statements.

The financial statements, auditor's report, auditor's statement and other documentation will be available at the Company and on its website, www.fingerprints.com, no later than three weeks prior to the AGM. These documents will also be sent to shareholders requesting such documentation and who have provided their postal address.

On the date of publication of this official notification, the total number of shares in the Company is 313,967,675. The total number of votes is 367,967,675.

Gothenburg, April 2019
Fingerprint Cards AB (publ)
Board of Directors

About Fingerprints

Fingerprint Cards AB (Fingerprints) – the world's leading biometrics company, with its roots in Sweden. We believe in a secure and seamless universe, where you are the key to everything. Our solutions are found in hundreds of millions of devices and applications, and are used billions of times every day, providing safe and convenient identification and authentication with a human touch. For more information visit our website, read our blog, and follow us on Twitter. Fingerprints is listed on Nasdaq Stockholm (FING B).