



Press release

Gothenburg May 6, 2015

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 to be held at 5:30 p.m. on Wednesday, June 3, 2015 at the Radisson Blu Scandinavia Hotel, Södra Hamngatan 59-65 in Gothenburg, Sweden.

A. Right to participate in the Meeting

Shareholders wishing to attend the Annual General Meeting (AGM) must be entered in the share register maintained by Euroclear Sweden AB by Thursday, May 28, 2015, and notify the Company of their intention to attend the Meeting no later than May 28, 2015, at 4.00 p.m. via the Company's website www.fingerprints.com/arsstamma, by telephoning +46 08-518 01 553 or by mail to the following address: Fingerprint Cards AB, c/o Computershare, Box 610, SE-182 16 Danderyd.

On giving notice of attendance, shareholders must state their name, personal or corporate identity number, address, telephone number, e-mail address and any attending advisors and as well as details of their shareholdings. 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 power of attorney is issued by a legal entity, a certified copy of the registration certificate or the equivalent for the legal entity must be appended. The power of attorney and registration certificate should be sent by letter to the Company at the above-stated address in due time prior to the AGM. Documents may not be older than five years.

To be entitled to participate in the proceedings of the AGM, owners with shares nominee-registered through a bank's trustee department or other trustee must temporarily register the shares in their own name with Euroclear Sweden AB. Such registration must be completed as of May 28, 2015, and the trustee should therefore be notified in due time before the said date. Participation passes for those shareholders who have registered an intention to participate in the AGM will be sent by regular mail starting on May 29, 2015. It will be necessary to display the participation pass when entering the AGM premises.

B. Matters be addressed at the Meeting

Proposal for 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 approve the minutes
- 6) Determination whether the Meeting has been duly convened
- 7) The President'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:
 - 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) Motion concerning the Nomination Committee
- 16) Board of Directors' motion concerning approval of guiding principles for remuneration of senior executives
- 17) Board of Directors' motion concerning authorization of the Board, until the time of the next AGM, to resolve upon the issue of Class B shares to institutional and financial investors, disapplying the preferential rights of shareholders



- 18) Board of Directors' motion concerning authorization of the Board, until the time of the next AGM, to resolve on the issue of shares with preferential rights for shareholders
- 19) Board of Directors' motion concerning authorization of the Board to execute minor adjustments to decisions taken 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.

The Nomination Committee's proposals relating to items 2, 10-15 on the agenda

The Nomination Committee has been formed in accordance with the resolution passed by the 2014 AGM and comprises Dimitrij Titov, Tommy Trollborg and Lars Söderfjell.

Item 2 – Election of Chairman of the Meeting

The Nomination Committee proposes that attorney-at-law Dimitrij Titov 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 six (6) regular members and no deputy members.

Item 11 – Determination of remuneration of Board of Directors

The Nomination Committee proposes that the Board of Directors be paid fixed fees totaling SEK 1,450,000, of which SEK 350,000 to the Chairman of the Board and SEK 220,000 to each other Board member. As of the seventh Board meeting and thereafter up to the time of the next AGM, an additional amount of SEK 10,000 per member will be payable per attended meeting, subject to a maximum payment of SEK 100,000 per member. In total the fixed fee and per meeting fee can thus be a maximum of SEK 2,050,000. If tax-related prerequisites for invoicing exist, and on condition that it is cost-neutral for the company, the possibility to invoice director fees from the member's own company will be provided. If a Board member invoices his/her director fee via a company, the fee will be increased by an amount corresponding to social security contributions and statutory VAT.

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 the reelection of Urban Fagerstedt and Alexander Kotsinas and the election of Lars Söderfjell, Carl-Johan von Plomgren, Jan Wäreby and Katarina Bonde. It is proposed that Urban Fagerstedt be reelected as Chairman of the Board. Christer Bergman, Johan Carlström and Tord Wingren have all declined reelection.

A detailed description of the proposed members 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 the registered firm of accountants KPMG AB be reelected as auditors for a period in office of one year up until the end of the 2016 AGM. KPMG AB has announced the intention that Authorized Public Accountant Johan Kratz be appointed Auditor-in-Charge.

Item 15 – Resolution concerning the Nomination Committee

The Nomination Committee proposes to the AGM that a new Nomination Committee be appointed prior to the 2016 AGM by having the Chairman of the Board contact the largest shareholder in terms of the votes registered as owned or the largest shareholder in some other known manner as per September 1, 2015 and to urge this shareholder to appoint three members to the Nomination Committee. Thereafter, support for the largest shareholder's proposal concerning a new Nomination Committee is to be sought among the shareholders who are the second and the third largest in terms of owner-registered votes or in some other known manner as per September 1, 2015. If these have no objection, the proposal of the largest shareholder in terms of votes shall prevail. Should the three largest shareholders in terms of votes be unable to reach agreement on the composition of the Nomination Committee, they shall instead appoint one member each. The Nomination Committee will



comprise the members appointed in the manner described above. Should a shareholder who has appointed one of the members of the Nomination Committee cease to belong to the three largest shareholders in the Company in terms of voting power, or should a member of the Nomination Committee step down from the Committee prior to the 2016 AGM for some other reason, the members of the Nomination Committee in consultation with the three largest shareholders in terms of votes are to be entitled to appoint another representative of the three largest shareholders in terms of votes to replace such a member. The names of the members of the Nomination Committee and information on the person appointed Chairman of the Nomination Committee shall be announced no later than six months prior to the 2016 AGM. The Nomination Committee shall appoint from among its numbers a Chairman, who may not be the Chairman of the Board.

The Nomination Committee is to draft proposals on the following issues for resolution by the 2016 AGM:

- Nomination of Chairman of the Meeting
- Composition of the Board of Directors
- Nomination of Chairman of the Board
- Nomination of auditors
- Remuneration of Board members
- Remuneration of auditors
- Nomination Committee for 2017 AGM

The Board of Directors' motions for resolution concerning items 9b, 16-19 on the agenda

Item 9 b – Appropriation of the Company's profits

The Board of Directors and the President propose that the net profit/loss for the year, non-restricted funds and retained earnings be appropriated in accordance with the motion in the Annual Report. This motion entails that no dividend be paid.

Item 16 – The Board of Directors' motions for resolution concerning approval of guiding principles for remuneration of senior executives

A Remuneration Committee elected from among the Board's members is to be assigned the task of preparing guiding principles concerning salaries and other employment conditions for the President and other senior executives, and presenting proposals to the Board for decisions on such matters. The Board is to determine the salary and other remuneration paid to the President. The President is to determine the salary and other remuneration paid to other senior executives in accordance with the Board's guiding principles. The term "other senior executives" refers to the eight individuals who, in addition to the President, constitute Group Management. The basic remuneration levels are to be market-based. Remuneration comprises a fixed basic salary, variable remuneration calculated according to predetermined targets, other benefits, pension and financial instruments in the form of warrants. The distribution between fixed salary and variable remuneration is to be proportionate to the executive's responsibilities and authorities. The variable remuneration for the President and other senior executives may not exceed 40% of their total salary. Pensions are to be based on defined-contribution pension schemes. The period of notice from the Company is not to exceed six months. During the period of notice of no longer than six months, full salary and employment benefits are payable. If employment is terminated by the Company, severance pay is payable in an amount corresponding to no more than 12 monthly salaries. Resolutions regarding share and share-price-based incentive programs are made by the AGM. The Board of Directors is to be entitled to disapply the guiding principles if, in an individual case, there are special reasons for doing so.

Item 17 – The Board of Directors' motions concerning authorization of the Board to decide on a new issue of shares disapplying the preferential rights of shareholders

The Board of Directors proposes that the Board be authorized, during the period up to the next AGM, to make one or more decisions on the issue of a total of not more than 5,000,000 Class B shares, subject to the limits stipulated by the Articles of Association and observing the use of the authorization described in Item 18 of the agenda, in order to finance and facilitate accelerated expansion and development of the Company, its market and products; that decisions to issue shares may be made by disapplying the shareholders' preferential rights (the shares are primarily to be subscribed for by institutional and financial investors); that the shares be paid for in cash at an issue price per share that will be determined by the Board at a later date based on commercial market pricing.

**Item 18 – The Board of Directors' motion for resolution concerning authorization of the Board to resolve on the issue of shares with preferential rights for shareholders**

The Board of Directors proposes that the Board be authorized, on one or more occasions until the next AGM, subject to the limits stipulated by the Articles of Association, to make decisions on the issue of a total of not more than 5,000,000 shares, with preferential rights for shareholders, in order to finance and ensure continued expansion and development of the Company, its market and products.

Item 19 – Minor adjustments

It is proposed that the AGM authorize the Board or the party 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

For valid resolutions pursuant to Item 17 above, the resolution must have 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 are to disclose information concerning circumstances that could affect the assessment of an item on the agenda, circumstances that could impact the financial situation of Fingerprint Cards or its subsidiaries, and Fingerprint Card'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 from its website, www.fingerprints.com, no later than three weeks prior to the Meeting. 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 58,421,135. The total number of votes is 69,221,135.

Gothenburg, May 2015
Fingerprint Cards AB (publ)
Board of Directors

For more information contact:

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Om Fingerprint Cards AB (publ)

Fingerprint Cards AB (FPC) develops, produces and markets biometric components that through the analysis and matching of an individual's unique fingerprint verify the person's identity. The technology consists of biometric sensors, processors, algorithms and modules that can be used separately or in combination with

each other. The competitive advantages offered by the FPC's technology include unique image quality, extreme robustness, low power consumption and complete biometric systems. The company's technology can also be used in IT and Internet security, access control, etc.

Fingerprint Cards AB (publ) discloses this information pursuant to the Securities Market Act (2007:528) and/or the Financial Instruments Trading Act (1991:980). The information was issued for publication on May 6, 2015 at 8:00 a.m. (CET)

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