



Press release, Gothenburg
April 4, 2016

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 2:00 p.m. on Wednesday, May 4, 2016 at Hotel Gothia Towers, Mössans Gata 24 in Gothenburg, Sweden.

A. Right to participate in the Annual General Meeting

Shareholders wishing to attend the Annual General Meeting (AGM) must be entered in the share register maintained by Euroclear Sweden AB by Thursday, April 28, 2016, and notify the Company of their intention to attend the AGM no later than April 28, 2016, at 4:00 p.m. via the Company's website www.fingerprints.com/arsstamma, by telephoning +46 8 518 01 553 or by regular 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 the names of any attending advisors, 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 such 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. Power of attorney 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 April 28, 2016, 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 April 29, 2016. It will be necessary to display the participation pass when entering the AGM premises.

B. Matters to be addressed at the AGM

Proposal for agenda

- 1) Opening of the AGM
- 2) Election of Chairman of the AGM
- 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 AGM has been duly convened
- 7) Address by the President
- 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) Board of Directors' motion concerning a resolution to amend the Articles of Association
- 11) Determination of the number of Board members
- 12) Determination of remuneration of the Board of Directors
- 13) Determination of remuneration of the auditors
- 14) Election of Board members and Chairman of the Board
- 15) Election of auditors



- 16) Motion concerning the Nomination Committee
- 17) Board of Directors' motion concerning approval of guiding principles for remuneration of senior executives
- 18) Board of Directors' motion concerning a resolution to implement a share split
 - a) Resolution to amend the Articles of Association
 - b) Resolution to implement a share split
- 19) The Board of Directors' motion concerning authorization of the Board to decide on the buyback and transfer of Class B treasury shares
- 20) 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 the shareholders
- 21) Board of Directors' 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.
- 22) Closing of the meeting

Proposals for resolution, etc.

The Nomination Committee's proposals relating to items 2, 11-16 on the agenda

The proposals of the Nomination Committee relating to items 2, 11-16 on the agenda will be published through a separate press release as soon as possible.

Item 2 – Election of Chairman of the AGM

The Nomination Committee proposes that attorney-at-law Dimitrij Titov be appointed Chairman of the AGM.

Item 11 – Determination of the number of Board members

The Nomination Committee proposes that the Board of Directors comprise nine (9) regular members and no deputy members.

Item 12 – Determination of remuneration of Board of Directors

The Nomination Committee proposes that the Board of Directors be paid director fees totaling SEK 4,050,000, of which SEK 850,000 to the Chairman of the Board and SEK 400,000 to each other Board member.

Fees for work on committees will be payable in an amount of SEK 460,000, to be distributed as follows. Audit Committee: SEK 150,000 to the Chairman and SEK 75,000 to each other member.

Remuneration Committee: SEK 80,000 to the Chairman and SEK 40,000 to each other member.

If tax-related prerequisites for invoicing exist, and on condition that this is cost-neutral for the company, the possibility to invoice director fees from the Board 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 13 – Determination of remuneration of the auditor

Remuneration of auditors is to be paid in accordance with approved invoices.

Item 14 – Election of Board members and Chairman of the Board

The Nomination Committee proposes the reelection of Urban Fagerstedt, Lars Söderfjell, Carl-Johan von Plomgren, Jan Wäreby and Katarina Bonde and the election of [**], [**], [**] and [**]. It is proposed that Urban Fagerstedt be reelected as Chairman of the Board. Alexander Kotsinas has declined reelection.

A detailed description of the proposed members is available on the Company's website, www.fingerprints.com.

ITEM 15 – Election of auditor

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 the Company's auditor for a term of office of one year up until the end of the 2017 AGM. KPMG AB



has announced the intention that Authorized Public Accountant Johan Kratz be appointed Auditor-in-Charge.

Item 16 – Resolution concerning the Nomination Committee

The Nomination Committee proposes to the AGM that a new Nomination Committee be appointed prior to the 2017 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, 2016 and to urge this shareholder to appoint three members to the Nomination Committee. Thereafter, support for the proposal by the largest shareholder's in terms of voting rights concerning a new Nomination Committee is to be sought from 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, 2016. If these have no objection, the proposal of the largest shareholder in terms of voting rights shall prevail. Should the three largest shareholders in terms of voting rights 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 aforementioned manner. 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 rights, or should a member of the Nomination Committee step down from the Committee prior to the 2017 AGM for some other reason, the members of the Nomination Committee in consultation with the three largest shareholders in terms of voting rights are to be entitled to appoint another representative of the three largest shareholders in terms of voting rights 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 2017 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 2017 AGM:

- proposal concerning Chairman of the AGM
- 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 Nomination Committee for 2018 AGM

The Board of Directors' motions for resolution concerning items 9b, 10, 17-21 on the agenda

Item 9 b – Appropriation of the Company's profits

The Board of Directors and the President propose that the net profit for the year, plus 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 10 – Board of Directors' motion concerning a resolution to amend the Articles of Association

To enable a resolution to be passed according to Item 11 on the agenda, it is proposed that the Articles of Association be amended as follows:

Article 7 Board of Directors

The Board of Directors is to comprise four to ten members with a maximum of five alternates.

Item 17 – Board of Directors' motions for resolution 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 is to determine the salary and other remuneration payable to 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 Group Management. The basic remuneration levels are to be market-aligned. 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 payable to the President and other senior executives may not exceed 100% of their fixed annual salary. Pensions are to be based on defined-contribution pension schemes. When served by the Company, the period of notice 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 to be 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 18 – Board of Directors' motion concerning a resolution to implement a share split.

The Board of Directors proposes that the AGM resolve on a split of the Company's shares, also known as a stock split, in accordance with what is stated in Items 18 a) – 18 b) below. It is proposed that the resolutions be mutually conditional on each other and be subject to a joint resolution. For a valid resolution, support is required from at least two-thirds (2/3) of the shareholders in terms both of the votes cast and the shares represented at the AGM.

resolution to amend the Articles of Association (Item 18 a)

The Board of Directors proposes that the Articles of Association be amended as follows:

Article 4 Share capital

The share capital shall amount to not less than SEK 6,000,000 and not more than SEK 24,000,000. The number of shares shall not be fewer than 150,000,000 and not exceed 600,000,000.

Article 5 Classes of shares

The Company's shares may be issued in two classes, designated Class A carrying ten (10) votes per share and Class B carrying one (1) vote per share. Class A shares may be issued in a maximum number of 45,000,000 and Class B shares in a maximum number of 555,000,000.

resolution to implement a share split (Item 18 b)

The Board of Directors proposes that the AGM resolve on a split of all of the Company's Class A and Class B shares, also known as a stock split, whereby one current share of Class B in the Company will be divided into five shares of the same class (a five-for-one share split). The Board of Directors proposes that the AGM resolve to authorize the Board of Directors to determine the record date for the split; however, this date may not fall earlier than the date upon which the resolution has been registered with the Swedish Companies Registration Office. Following the share split, the total number of shares in the Company will amount to 322,695,675, of which the number of Class A shares will account for 6,000,000 and the number of Class B shares for 316,695,675. The proposed share split means that the quotient value of the share will be changed from SEK 0.20 to SEK 0.04.

Item 19 – The Board of Directors' motion concerning authorization of the Board to resolve on the buyback and transfer of Class B treasury shares

The Board of Directors proposes that the AGM authorize the Board on one or several occasions during the period up to the next AGM to make decisions concerning the acquisition of a number of shares in the Company so that when they are aggregated the Company's holding at each point in time does not exceed 10% of all of the shares in the Company.

The shares are to be acquired on a regulated market on which the shares in the Company are traded and may only be purchased at a price within the registered span of share prices at the particular time, by which is meant the span between the highest price paid and the lowest price asked.

It is further proposed that the Board be authorized, disapplying the preferential rights of the shareholders, to make decisions on the transfer of the Company's treasury shares as a means of payment for acquisitions of companies or business combinations at a price corresponding to the stock-market price on the date of transfer.



The authorization to transfer treasury shares is to be limited so that the Board of Directors will not be authorized to transfer more than 32,269,567 Class B shares, taking into account the stock split proposed according to Item 18 b) above.

The purpose of the authorizations is to provide the Board of Directors with increased latitude in its efforts to shape the Company's capital structure and to create flexibility in the Company's opportunities to complete acquisitions of companies or business combinations.

Item 20 – The Board of Directors' motion for resolution concerning authorization of the Board to resolve on the issue of new 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 25,000,000 shares, taking into account the stock split proposed according to Item 18 b) above, with preferential rights for the shareholders, in order to finance and ensure the continued expansion and development of the Company, its market and products.

Item 21 – 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 voting rights

For valid resolutions pursuant to Item 10, the resolution must have the support of not less than three-fourths (3/4) of both the votes cast and the number of shares represented at the AGM. For valid resolutions pursuant to Items 18 and 19 above, the resolution must have the support of not less than two-thirds (2/3) of both the votes cast and the number of shares represented at the AGM.

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

The financial statements, auditor's report and other documentation will be made 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 64,539,135. The total number of voting rights is 75,339,135.

Gothenburg, April 2016
Fingerprint Cards AB (publ)
Board of Directors

For more information, please contact:

Jörgen Lantto, President and CEO Fingerprint Cards AB (publ), +4631607820, investrel@fingerprints.com

Footage <http://www.fingerprints.com/corporate/en/media-2/press-kit/>

About Fingerprint Cards AB (publ)

Fingerprint Cards AB (FPC) is a high tech and listed company which develops, produces and markets biometric technology that through the analysis and matching of an individual's unique fingerprint verify the person's identity. A secure and

convenient user experience is thus made possible, beyond keys and pins. The FPC technology offers world class advantages and include unique image quality, extreme robustness, low power consumption and complete biometric systems.



FINGERPRINTS

With these advantages and in combination with low production costs the technology may be implemented in large volume products as smartphones, tablets and biometric cards where

these demands are extremely high. FPC's technology have user cases from a number of applications.

The information was issued for publication on April 4, 2016, at 8:00 a.m.

Important information

Issuance, publication or distribution of this press release in certain jurisdictions could be subject to restrictions. *The recipient of this press release is responsible for using this press release and the constituent information in accordance with the rules and regulations prevailing in the particular jurisdiction.* This press release does not constitute an offer, or invitation to acquire or subscribe for new securities in Fingerprint Cards in any jurisdiction.