

The Nomination Committee's reasoned statement regarding its proposals to the Annual General Meeting in Precise Biometrics AB on 21 May 2026

Background

In accordance with the principles resolved by the Annual General meeting in Precise Biometrics AB (publ), a Nomination Committee was appointed, consisting of Howard Ro (the Chairman of the Nomination Committee, appointed by Egis Technology), Richard Skalsky (appointed by RM International AB) and Torgny Hellström (chairman of the Board of Precise Biometrics). There have been no proposals for Board members or any other proposals from shareholders in addition to the proposal from the Nomination Committee.

The Nomination Committee proposes the following:

Item 2 – Election of Chairman of the Annual General Meeting.

The Nomination Committee proposes that attorney-at-law Christian Lindhé is elected Chairman of the Annual General Meeting.

Item 10 – Determination of the number of members of the Board of Directors and the number of auditors.

The Nomination Committee proposes that the Board shall consist of four ordinary Board members with no deputies. The Nomination Committee further proposes that, once the merger with Fingerprint Cards AB (publ) has been finally registered with the Swedish Companies Registration Office, the Board shall consist of six members with no deputies.

The Nomination Committee proposes that the company shall have one auditor with no deputies.

Item 11 – Determination of remuneration for members of the Board of Directors and auditor.

The remuneration to the Board of Directors is proposed to be allocated as follows (remuneration in 2025 in brackets)

- Chairman of the Board of Directors: SEK 620,000 (SEK 565,000)
- Each of the other Board members: SEK 220,000 (SEK 200,000)
- Chairman of the Audit Committee: SEK 110,000 (SEK 100,000)
- Members of the Audit Committee: SEK 55,000 (SEK 50,000)
- Chairman and member of the Remuneration Committee: SEK 27,500 (SEK 25,000)

However, board remuneration shall not be paid to Board members that receive other remuneration or compensation from the Company.

Remuneration to the auditor is proposed to be paid in accordance with approved invoices within the auditor's quotation.

Item 12 – Election of members of the Board of Directors and Chairman of the Board of Directors.

The Nomination Committee proposes re-election of Board members Torgny Hellström, Maria Rydén, Howard Ro and Victor Kuzmin. The Nomination Committee further proposes new election of Christian Lagerling and Adam Philpott as members of the Board of Directors with effect as from the merger with Fingerprint Cards AB (publ) has been registered with the Swedish Companies Registration Office. Torgny Hellström is proposed to be elected as Chairman of the Board. Information about the persons proposed to be re-elected as Board members is set forth on the company's website, www.precisebiometrics.com.

Christian Lagerling, born 1973. Christian Lagerling holds a Bachelor of Science in Finance & Economics from the London School of Economics and a Master of Science in Finance from Stockholm University. He has built a career as an investor and advisor to global technology companies and is Co-founder of the global investment banking group GP Bullhound. He is currently Chairman of the Board of Norna AI AB and WEIQ Payments AB. His previous assignments include Chairman of the Board of Terranet AB (publ), Chairman of the Supervisory Board of asknet Solutions AG, Chairman of the Board and co-founder of Dicopay AB, Chairman of the Board of Audiodo AB, Chairman of the Board of Raymond Solar AB and Board member of Einride AB. Christian Lagerling holds no shares in Precise Biometrics.[1]

Adam Philpott, born 1975. Adam Philpott holds a Bachelor of Science degree in Marketing (Hons) from University of Derby. He is currently President & CEO of Fingerprint Cards AB. His previous assignments include serving as Chief Revenue Officer at Trellix and different senior positions at McAfee and at Cisco. Adam Philpott holds no shares in Precise Biometrics.[2]

The Board members Åsa Schwarz and Peter Gullander have declined re-election.

The Nomination Committee's proposal means, among other things, that the company's Board of Directors, for the period from the Annual General Meeting until the merger with Fingerprint Cards AB (publ) has been registered with the Swedish Companies Registration Office, will consist of the current Board members Torgny Hellström (Chairman of the Board), Maria Rydén, Howard Ro and Victor Kuzmin. When the merger has been registered with the Swedish Companies Registration Office, Christian Lagerling and Adam Philpott will join the Board of Directors as new members.

Item 13 – Election of auditor.

Furthermore, the Nomination Committee proposes, in accordance with the recommendation of the Audit Committee, that EY with Martin Henriksson as auditor in charge is re-elected as auditor.

Reasoned statement

Since it was inaugurated, the Nomination Committee has had meetings in person, a number of telephone conferences and contacts. As a basis for its work, the Nomination Committee has reviewed the chairman of the Board's report of the Board's and the Committees' work and has received a comprehensive report of the performed evaluation of the Board.

The Nomination Committee has discussed the size and composition of the Board, considering the company's current and future development, including following the merger with Fingerprint Cards. The discussion has focused on the Board's overall composition with respect to the mix of skills and experiences that provides the best support for Precise Biometrics' operations and future development as a merged company with Fingerprint Cards. The Nomination Committee has also discussed the commitment displayed by individual Board members and concludes that the proposed Board members have the time and the commitment deemed necessary for the assignment as Board member in Precise Biometrics.

In conclusion, the Nomination Committee considers that the proposed composition of the Board is well balanced with respect to relevant skills, experiences and the commitment required to best support that Precise Biometrics, as an independent company until completion of the merger with Fingerprint Cards and thereafter as a merged company, delivers to its potential going forward, where the Board Members proposed for new election contributes with important experience and knowledge with respect to the integration between the companies and with respect to Fingerprint Cards specifically.

The Nomination Committee has also considered and discussed the importance of reflecting diversity in the Board, including gender, and has applied rule 4.1 of the Swedish Corporate Governance Code as diversity policy. The proposed Board composition entails that one of six Board members will be women following registration of the merger with the Swedish Companies Registration Office. The Nomination Committee seeks an even gender ratio and intends to continue in its long-term perspective to continue to raise the diversity perspective of the Board of Directors.

In accordance with the Swedish Corporate Governance Code, the Nomination Committee has taken the independence of the Board members into account. All proposed Board members are deemed to be independent vis-à-vis the company and the executive management. All proposed Board members are deemed to be independent vis-à-vis the company's major shareholders.

May 2026

The Nomination Committee of Precise Biometrics AB

Footnotes

[1] Following completion of the merger with Fingerprint Cards, Christian Lagerling will hold 159,426 ordinary shares in Precise Biometrics, based on his current shareholding in Fingerprint Cards.

[2] Following completion of the merger with Fingerprint Cards, Adam Philpott will hold 494,244 ordinary shares in Precise Biometrics, based on his current shareholding in Fingerprint Cards.

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About Precise Biometrics

Precise Biometrics AB (publ) ("Precise") is a global leader in biometric security and identity management for physical and digital security. The offering includes algorithm products and biometric systems for fingerprint, facial, and palm recognition, along with turnkey solutions for biometric physical access (Precise Access) and visitor management (Precise Visit by EastCoast). The premium solutions enable secure and seamless access to data, mobile devices, premises, and trusted identities.

Precise 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 is a public company listed on Nasdaq Stockholm (PREC). Learn more at www.precisebiometrics.com.

Attachments

[The Nomination Committee's reasoned statement regarding its proposals to the Annual General Meeting in Precise Biometrics AB on 21 May 2026](#)