

Notice of Annual General Meeting in Precise Biometrics AB

Precise Biometrics AB, Reg. No. 556545-6596, with its registered office in Lund, Sweden, gives notice of the Annual General Meeting to be held on Thursday 22 May 2025 at 2.00 p.m. at Ideon Gateway, Scheelevägen 27 in Lund, Sweden.

Right to participate in the Annual General Meeting and notice of participation

A shareholder who wishes to participate in the Annual General Meeting must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on Wednesday 14 May 2025, and (ii) no later than Friday 16 May 2025, give notice of participation by post to Precise Biometrics AB, Attn: AGM 2025, Scheelevägen 27, SE-223 63 Lund, Sweden or via e-mail to bolagsstamma@precisebiometrics.com. When providing such notice, the shareholder shall state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants) as well as information about any proxy.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the company's website, www.precisebiometrics.com. If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the Annual General Meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to the company as set out above so that it is received no later than 21 May 2025.

Nominee-registered shares

To be entitled to participate in the Annual General Meeting, a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on 14 May 2025. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than 16 May 2025 are taken into account when preparing the share register.

Proposed agenda

1. Opening of the Annual General Meeting
2. Election of Chairman of the Annual General Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Determination of whether the Annual General Meeting has been duly convened
7. Presentation by the CEO
8. Presentation of the annual report and the auditor's report as well as the consolidated financial statements and the auditor's report on the consolidated financial statements

9. Resolution regarding
 - a) adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet
 - b) allocation of the company's result pursuant to the adopted balance sheet
 - c) discharge from liability of the board members and the CEO
10. Determination of the number of members of the Board of Directors and the number of auditors
11. Determination of remuneration for members of the Board of Directors and auditor
12. Election of members of the Board of Directors and Chairman of the Board of Directors
 - a) Re-election of Torgny Hellström as member of the Board
 - b) Re-election of Åsa Schwarz as member of the Board
 - c) Re-election of Maria Rydén as member of the Board
 - d) Re-election of Peter Gullander as member of the Board
 - e) Re-election of Howard Ro as member of the Board
 - f) New election of Victor Kuzmin as member of the board
 - g) Re-election of Torgny Hellström as Chairman of the Board
13. Election of auditor
14. Presentation of the Board of Directors' remuneration report for approval
15. The Board of Directors' proposal regarding implementation of a new long-term incentive program.
16. Resolution regarding authorisation for the Board of Directors to resolve on issue of shares and /or convertible instruments
17. Closing of the Annual General Meeting

The Nomination Committee's proposals

Proposals regarding the Chairman of the Annual General Meeting, the number of members of the Board of Directors and the number of auditors, remuneration to the Board of Directors and the auditor, and election of members of the Board of Directors, Chairman of the Board of Directors and auditor (items 2 and 10–13)

The Nomination Committee, consisting of Julian Aleksov (the Chairman of the Nomination Committee, appointed by Egis Technology) and Torgny Hellström (Chairman of the Board, appointed by RM International AB), has submitted the following proposals:

- Attorney-at-law Christian Lindhé shall be appointed Chairman of the Annual General Meeting.
- The Board of Directors shall be composed of six ordinary Board members with no deputies.
- The company shall have one auditor with no deputies.
- The remuneration to the Board of Directors is proposed to be allocated as follows (remuneration levels resolved at Annual General Meeting 2024 in parenthesis): SEK 565,000 (SEK 545,000) to the Chairman of the Board of Directors and SEK 200,000 (SEK 190,000) to each of the other Board members. Compensation for Committee work is proposed to be allocated as follows: 100,000 (SEK 90,000) to the Chairman of the Audit Committee and SEK 50,000 (SEK 45,000) to each of the other members of the Audit Committee and SEK 25,000 (SEK 25,000) to the Chairman of the Remuneration Committee and SEK 25,000 (SEK 25,000) to each of the other members of the Remuneration Committee.
- Remuneration to the auditor shall be paid in accordance with approved invoices within the auditor's quotation.

- Re-election of Torgny Hellström, Åsa Schwarz, Maria Rydén, Peter Gullander, and Howard Ro and new election of Victor Kuzmin as members of the Board of Directors.
- Re-election of Torgny Hellström as Chairman of the Board.
- Re-election of the registered accounting firm Ernst & Young Aktiebolag as auditor of the company, in accordance with the audit committee's proposal. Martin Henriksson will serve as the principal auditor.

Information about the persons proposed to be elected as Board members.

Victor Kuzmin, born in 1979. Victor holds a double MSc in Electrical Engineering and Entrepreneurship from Chalmers University of Technology, and an MBA from INSEAD. VP Corporate Development (M&A) at Mastercard in London. He has extensive experience in payments, digital services, and cybersecurity, along with solid expertise in M&A. Victor Kuzmin holds no shares in Precise Biometrics.

Information about the persons proposed by the Nomination Committee to be re-elected as Board members is set forth on the company's website www.precisebiometrics.com.

The Board of Directors' proposals

Resolution regarding allocation of the company's result pursuant to the adopted balance sheet (item 9 b)

The Board of Directors proposes that no dividend shall be paid, and that the company's result shall be carried forward.

Resolution regarding the implementation of a new long-term incentive program (item 15)

The Board of Directors proposes that the Annual General Meeting resolves to implement a new long-term incentive program for senior executives and other existing and future employees within the group, through the issue of warrants (LTIP 2025/2028) in accordance with the following. The resolutions under this item are conditional upon each other and are thus proposed to be made as one resolution.

Issue of warrants (item 15 a)

The Board of Directors proposes that the Annual General Meeting resolves to issue not more than 1,200,000 warrants, whereupon the company's share capital may be increased by not more than SEK 360,000.

The right to subscribe for the warrants shall, with deviation from the shareholders' pre-emptive rights, only be vested in the company's wholly owned subsidiary Precise Biometrics Services Aktiebolag for subsequent transfer at market value to current and future senior executives and other employees within the group. The Board of Directors shall resolve upon allotment of warrants as soon as possible following the Annual General Meeting. The warrants shall be issued free of charge to the subsidiary and subscription for warrants shall be made on a subscription list no later than 31 May 2025.

Each warrant entitles to subscription for one new share in the company at a subscription price corresponding to 150 percent of the volume weighted average price of the company's share during the ten trading days preceding the Annual General Meeting 2025. Subscription for new shares by virtue of the warrants shall be made during the period 1 August 2028 up to and including 30 September 2028.

Through a so-called net strike feature, the warrant holders may, upon exercise of the warrants, subscribe for shares at the quota value of the share instead of at the subscription price that would otherwise have applied, and subscribe for a lower number of shares than the warrants would otherwise have entitled to in total. As a result, the dilution effect is reduced because fewer new shares are issued, but the economic conditions for the warrant holders remain the same as a lower subscription price is paid per share. The number of shares that warrant holders can subscribe for in the event of a net strike is based on the market value of the share at the beginning of the exercise period.

Preparation of and motives for the proposal

The principles of the LTIP 2025/2028 have been prepared by the Board of Directors of the company in consultation with external advisors. The motives for the proposal and the reason for the deviation from the shareholders' pre-emptive rights are to implement LTIP 2025/2028 in order to create conditions to maintain and increase the motivation of the senior executives and other employees within the group. The Board of Directors deems that it is in all shareholders' interest that senior executives and other employees have a long-term interest of a beneficial development of the value of the company's share.

Dilution

Upon full exercise of the warrants at the terms and conditions applicable at the time of the resolution, the number of shares and votes in the company may be increased with 1,200,000 which corresponds to approximately 1.5 percent of the number of shares and votes. The dilutive effect is calculated as the number of additional shares upon full exercise of all warrants, in relation to the total number of shares after full exercise. In the event the incentive programs that were adopted in 2022 are included in the calculation, the corresponding maximum dilutive effect amounts to approximately 2.9 percent of the number of shares and votes. The dilutive effect is also likely to be lower should, in accordance with the warrant terms and conditions, a so-called net strike be applied upon exercise of the warrants.

Others

In addition, so-called warrant agreements shall be entered into, pursuant to which each warrant holder, under certain conditions, shall be obliged to, *inter alia*, offer the company or Precise Biometrics Services Aktiebolag to acquire the warrants, or a portion of them.

According to a preliminary valuation, the warrants' market value corresponds to approximately SEK one per warrant, calculated pursuant to the Black & Scholes warrant valuation model.

Approval of transfer of warrants (item 15 b)

In order to enable the company's delivery of warrants under LTIP 2025/2028, the Board of Directors proposes that the Annual General Meeting resolves to approve that Precise Biometrics Services Aktiebolag, directly or indirectly, may transfer the warrants issued in accordance with item 15 a above to the participants in LTIP 2025/2028 at a price per warrant amounting to the warrant's market value at the time of the transfer, calculated pursuant to the Black & Scholes warrant valuation model.

The allotment of warrants may not exceed the total number of warrants specified above (1,200,000). The warrants shall be allotted to the participants in accordance with the following guidelines.

- CEO, a maximum of 150,000 warrants
- Members of the core management team (4 individuals), a maximum of 100,000 warrants, in aggregate
- Members of the extended management team (4 individuals), a maximum of 40,000 warrants, in aggregate
- Other employees (approximately 30 individuals), a maximum of 15,000 warrants, in aggregate

Majority requirements

In order for resolutions in accordance with item 15 above to be valid, the resolutions must be supported by shareholders representing at least nine-tenths of the votes cast and the shares represented at the meeting.

Other incentive programs

For a description of Precise Biometrics' other equity-related incentive programs, reference is made to Precise Biometrics' website www.precisebiometrics.com.

Resolution regarding authorisation for the Board of Directors to resolve on issue of shares and /or convertible instruments (item 16)

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors for the period up to the next Annual General Meeting to resolve, whether on one or several occasions, to issue ordinary shares and/or convertibles regarding such shares corresponding to an increase of the Company's share capital with not more than 20 percent of the share capital as per the date of the resolution on the new issue with the support of this authorisation. The Board of Directors shall be authorised to issue ordinary shares and/or convertibles with or without deviation from the shareholders' pre-emptive rights and/or an issue in kind or an issue by way of set-off or otherwise on such terms and conditions as referred to in Chapter 2, Section 5, second paragraph 1–3 and 5 of the Swedish Companies Act.

An issue in accordance with this authorization shall be on market conditions, subject to issue discounts in line with market practice. The reason to propose that the Board of Directors shall be authorised to resolve on an issue with deviation from the shareholders' pre-emptive rights and that the Board of Directors shall be authorised to decide on an issue in kind or an issue by way of set-off or otherwise on such terms and conditions as referred to above is that the Company shall be able to issue shares and/or convertibles in connection with acquisitions of companies or businesses and to carry-out directed new issues in order to raise capital to the Company.

It is proposed that the CEO is authorised to make such minor adjustments to this resolution that may be necessary in connection with the registration with the registration thereof.

A resolution in accordance with the proposal is valid only if supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

Shareholders' right to obtain information

Shareholders are reminded of their right to, at the Annual General Meeting, obtain information from the Board of Directors and CEO in accordance with Chapter 7, Section 32 of the Swedish Companies Act. Shareholders who wish to submit questions in advance may do so by sending post to Precise Biometrics AB, Attn: AGM 2025, Scheelevägen 27, SE-223 63 Lund, Sweden or via e-mail to bolagsstamma@precisebiometrics.com.

Number of shares and votes

There are 78,464,327 shares outstanding in Precise Biometrics, corresponding to 77,487,827 votes, of which 1,085,000 are class C shares which entitle to 0.1 votes per share and 77,379,327 are ordinary shares which entitle to 1 vote per share. As of the date of this notice, the company holds all 1,085,000 class C shares.

Documentation

The annual report, the Board of Directors' remuneration report and all other documentation for resolutions are available at the company's office at Scheelevägen 27, SE-223 63 Lund, Sweden, and on the company's website www.precisebiometrics.com, no later than three weeks before the Annual General Meeting. Moreover, the Nomination Committee's motivated statement is available at the company's above address, as well as on www.precisebiometrics.com from the date of this notice. Copies of the documents will be sent to shareholders who so request and who inform the company of their postal address.

Processing of personal data

For information on how your personal data is processed, please refer to the integrity policy that is available on Euroclear's website: www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf. If you have questions regarding our processing of your personal data, you can contact us by emailing info@precisebiometrics.com.

This notice is a translation of a Swedish notice and in case of any deviations between the language versions, the Swedish version shall prevail.

Lund in April 2025

Precise Biometrics AB

The Board of Directors

For further information, please contact:

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About Us

Precise Biometrics AB (publ) ("Precise"), is a global pioneer in biometrics and cybersecurity. The biometric recognition solution suite today includes fingerprint, face, and palm recognition algorithm products along with turnkey solutions for visitor management (YOUNiQ Visit by EastCoast) and biometric access management (YOUNiQ Access).

Precise's premium biometric recognition solutions is used in mobiles, laptops, security tokens and smart looks, as well as automotive applications for in-car payments, driver authentication, and personalized settings and access. Precise also offer visitor management and physical biometric access control solutions.

Precise operates through two business units, Digital Identity and Biometric Technologies, and the company has offices in Lund (HQ) and Stockholm, Sweden, Potsdam NY, USA, Seoul, South Korea, Taipei, Taiwan, and Shanghai, China. Precise is a public company with shares listed on Nasdaq Stockholm (PREC). Learn more at www.precisebiometrics.com.

Attachments

[Notice of Annual General Meeting in Precise Biometrics AB](#)