

NOTICE OF THE ANNUAL GENERAL MEETING IN PRECISE BIOMETRICS AB

The shareholders in Precise Biometrics AB, Corp. Reg. No. 556545-6596, (the “Company”) are hereby notified of the Annual General Meeting to be held on Wednesday 10 May 2023, at 2.00 p. m. at Elite Hotel, second floor, Scheelevägen 27 in Lund, Sweden.

The Board has decided that before the Annual General Meeting, shareholders shall have the opportunity to exercise their voting rights by postal vote in accordance with the provisions of Chapter 7 Section 4 a of the Swedish Companies Act and the Company’s articles of association. Shareholders can thus choose to exercise their voting rights at the meeting through postal voting, through physical participation or via proxy.

Notification for physical participation

Shareholders who wish to physically participate in the Annual General Meeting must:

- both be listed in the register of shareholders maintained by Euroclear Sweden AB on Tuesday 2 May 2023, and
- notify the Company of their intention to attend the Annual General Meeting, no later than on Thursday 4 May 2023, via Euroclear’s website <https://anmalan.vpc.se/euroclearproxy?sprak=1>, by post to the address Precise Biometrics AB, “Annual general meeting”, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, or by e-mail to generalmeetingservice@euroclear.com (subject the e-mail with “Precise Biometrics annual meeting”).

When giving notice of participation, shareholders must state: their name, personal ID/corporate registration number (or equivalent), address, telephone number, shareholding in the Company, the names of any advisers (maximum two) and, when applicable, the name of a proxy or legal representative.

Notification for postal voting

Shareholders who wish to participate at the Annual General Meeting must:

- both be listed in the register of shareholders maintained by Euroclear Sweden AB on Tuesday 2 May 2023, and
- give notice of their attendance by casting their postal vote, in accordance with instructions below, so that the postal vote is available to the Company, c/o Euroclear Sweden AB, no later than on Thursday 4 May 2023.

A shareholder who wishes to attend the meeting venue in person or by proxy, must give notice in accordance with the instructions stated above. Hence, a notice of participation only through postal voting is not sufficient for a shareholder who wishes to attend the meeting venue.

Postal voting is done by shareholders by completing a special form and signing it, after which the form is sent to the Company by post to the address Precise Biometrics AB, "Annual general meeting", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, or by e-mail to generalmeetingservice@euroclear.com (subject the e-mail with "Precise Biometrics annual meeting"). The form will be available on the Company's website, www.precisebiometrics.com, or will be provided on request. Shareholders may also submit their postal votes electronically through verification with BankID via Euroclear Sweden AB's website <https://anmalan.vpc.se/euroclearproxy?sprak=1>.

The completed form must be available to the Company, c/o Euroclear Sweden AB, no later than on 4 May 2023. The postal vote may not be provided with special instructions or conditions. If this is the case, the entire vote is invalid. Further instructions and conditions can be found in the postal voting form. The completed form will be considered as a notification of attendance of the shareholder at the Annual General Meeting. If a shareholder votes via proxy, the power of attorney must be attached to the postal voting form. If the shareholder is a legal entity, a registration certificate or other authorisation document must also be attached.

Anyone wishing to revoke a postal vote and instead exercise their voting right by attending the meeting physically or by proxy must notify the secretariat of the meeting before the meeting opens.

Nominee-registered shares

To be able to participate at the Annual General Meeting, shareholders who have registered their shares in the name of a nominee must request registration of the shares in their own names in the register maintained by Euroclear Sweden AB. Registration of shareholders should be completed not later than 4 May 2023. The shareholder should notify the nominee well in advance of this date. Such registration may be temporary.

Proxies

Shareholders who intend to be represented by proxy must issue a dated power of attorney for the proxy. If the power of attorney is issued by a legal entity, a copy of the certificate of registration or its equivalent for the legal entity must also be presented. The period of validity of the power of attorney is permitted to be up to five years from the date of issue. To facilitate entry at the meeting, copies of proxies, registration certificates and other authorisation documents should be enclosed with the notice of participation. The Company provides proxy forms on request and these are also available at the Company website, www.precisebiometrics.com.

Number of shares and votes

At the time this notice, the Company has a total of 47,512,597 shares, of which 46,427,597 are ordinary shares and 1,085,000 are shares of series C. The total number of votes amounts to 46,536,097, of which 46,427,597 votes are related to the ordinary shares and 108,500 votes are related to the shares of series C. The Company owns all 1,085,000 shares of series C.

Proposed agenda

1. Opening of the meeting

2. Election of the Chairman for the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination of whether the meeting has been duly convened
7. The Managing Director's report
8. Presentation of the annual report and the auditor's report as well as the group accounts and the auditor's report for the group for the financial year 2022
9. Resolution regarding:
 - a. the adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet for the financial year 2022;
 - b. the allocation of the Company's result in accordance with the adopted balance sheet; and
 - c. the discharge from liability of the Board of Directors and the Managing Director.
10. Determination of the number of Board members
11. Resolution regarding fees to the Board members and the auditor
12. Election of members and chairman of the Board of Directors
13. Election of auditor
14. Resolution on approval of remuneration report
15. Resolution regarding authorisation for the Board of Directors to resolve on issue of shares and /or convertible instruments
16. Resolution to approve the Board of Directors' resolution on new issue of ordinary shares with pre-emption rights for existing shareholders
17. Resolution to amend the Articles of Association
18. Resolution regarding authorisation for the Board of Directors to resolve on issue of shares
19. Close of the meeting

Proposals for resolution

The Nomination Committee, which comprises of David Ingvarsson, appointed by RM International AB and own and related parties' holdings; Julian Aleksov, appointed by MV Capital AB; Oskar Börjesson, appointed by Skandia Fonder AB and Torgny Hellström, Chairman of the Board, have submitted proposals for items 2 and 10 – 13. The Nomination Committee has been appointed in accordance with the principles previously decided by the 2016 Annual General Meeting. The chairman of the Nomination Committee has been David Ingvarsson.

Item 2 – Election of the Chairman for the meeting

The Nomination Committee proposes the election of Torgny Hellström as Chairman of the Annual General Meeting.

Item 9 b) – Resolution regarding the allocation of the Company's result in accordance with the adopted balance sheet

The Board of Directors proposes that no dividend be paid for the financial year 2022, and that the remaining funds for disposal be carried forward.

Item 10 – Determination of the number of Board members

The Nomination Committee proposes that the number of Board members elected by the Annual General Meeting is six with no deputy members.

Item 11 – Resolution regarding fees to the Board members and the auditor

The Nomination Committee proposes that fees to the Board members be paid as follows (fees from 2022 in parentheses)

- Chairman of the Board SEK 545,000 (SEK 545,000)
- Each of the other Board members: SEK 190,000 (SEK 190,000)
- Chairman of the audit committee: SEK 90,000 (SEK 90,000)
- Member of the audit committee: SEK 45,000 (SEK 45,000)
- Chairman and members of the remuneration committee: SEK 25,000 (SEK 25,000)

The Nomination Committee also proposes that fees to the auditor are paid against approved invoices.

Item 12 – Election of members and chairman of the Board of Directors

The Nomination Committee proposes Torgny Hellström, Mats Lindoff, Åsa Schwarz and Peter Gullander be re-elected as Board members and that Maria Rydén and Jimmy Hsu be elected as new Board members until the end of the next Annual General Meeting. Synnöve Trygg and Torbjörn Clementz have declined re-election. It is proposed that Torgny Hellström be re-elected as Chairman of the Board.

Maria Rydén, born 1966, Bachelor of Business Administration from Växjö University

Maria has worked as an accountant and strategy consultant and CFO in several companies, most recently at Beijer Ref. Today, Maria is currently interim manager and chairman of the board of APQ EI AB.

Jimmy Hsu, born 1972, Bachelor of Mechanical Engineering, Sun Yat-sen University, Taiwan

Jimmy was born in 1972 and is Vice President at Egis Technology. Before he joined Egis in 2014, he held several managerial positions in other companies and worked with development.

All proposed board members are presented in more detail on the Company's website, www.precisebiometrics.com.

Item 13 – Election of auditor

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, the re-election of the registered accounting firm Ernst & Young Aktiebolag, until the end of the next Annual General Meeting. Ernst & Young Aktiebolag, has informed that authorised public accountant Martin Henriksson will serve as the Auditor in Charge.

Item 14 – Resolution on approval of remuneration report

The Board of Directors proposes that the Annual General Meeting resolves to approve the Board of Directors' remuneration report in accordance with Chapter 8, Section 53 of the Swedish Companies Act.

Item 15 – Resolution regarding authorisation for the Board of Directors to resolve on issue of shares and/or convertible instruments

The Board of Directors hereby 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 convertible instruments 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 adopt decisions on an issue of ordinary shares and/or convertible instruments with deviation from the shareholders' pre-emption 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, points 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 Board of Directors shall be authorised to decide on the terms and conditions regarding issues under this authorisation and what persons shall be entitled to subscribe for the shares and/or convertible instruments. The reason to propose that the Board of Directors shall be authorised to resolve on an issue with deviation from the shareholders' pre-emption rights and that the board 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 convertible instruments 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 managing director is authorised to make such minor adjustments to this resolution that may be necessary in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

A resolution in accordance with the proposal is valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the meeting.

Item 16 – Resolution to approve the Board of Directors' resolution on new issue of ordinary shares with pre-emption rights for existing shareholders

The Board of Directors hereby proposes that the general meeting resolves to approve the board of directors' resolution on new issue of ordinary shares with pre-emption rights for existing shareholders, as set out below.

On 3 April 2023, the board of directors of the Company resolved, subject to approval by the general meeting, to increase the Company's share capital with not more than SEK 9,285,519 by an issue of not more than 30,951,730 new ordinary shares on the terms and conditions set out below:

1. The right to subscribe for new ordinary shares shall belong to those persons who on the record date for the new issue of shares are recorded as shareholders of the Company, whereby one (1) existing share entitle to one (1) subscription right, and three (3) subscription rights entitle to subscription for two (2) new ordinary shares. Treasury shares of series C held by the Company do not entitle to subscription.
2. In the event that all new shares are not subscribed for with pre-emption rights the board of directors shall, within the limit of the maximum number of shares to be issued, resolve on allocation of shares that are not subscribed for with pre-emption rights. Such allocation shall firstly be made to subscribers who have subscribed for shares with the support of subscription rights and who have registered an interest in subscribing for shares without the support of subscription rights, pro rata the number of subscription rights that each of those who have registered interest to subscribe for shares without support of subscription rights used for subscription of shares, and secondly to others who have registered an interest in subscribing for shares without subscription rights, pro rata their registered interest; and thirdly to those who have provided guarantee undertakings, pro rata such guarantee undertaking. To the extent that allotment in any stage according to the above cannot take place pro rata, allotment shall be made by drawing lots.
3. The record date for participation in the new issue of shares shall be 12 May 2023.
4. The new shares are issued at a subscription price of SEK 1.60 per share.
5. The share premium shall be transferred to the unrestricted premium reserve.
6. Subscription with pre-emption rights shall be made by cash payment during the period from 15 May 2023 to 29 May 2023. Subscription without pre-emption rights shall be made on a subscription list during the same period. Payment for shares subscribed for without pre-emption rights shall be made by cash payment not later than three banking days after information regarding allotment of shares was sent. The board of directors shall have the right to extend the subscription and payment period.
7. The new shares entitle to dividends for the first time on the first record date for dividend that take place after the issue of new shares has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB.
8. The resolution on new issue of shares requires that the Company's articles of association are amended.
9. The managing director, or any other person appointed by the board of directors, shall have the right to take those smaller measures that may be required in order to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

Item 17 – Resolution to amend the Articles of Association

Due to the resolved rights issue, subject to the approval from the general meeting, the Board of Directors of Precise Biometrics AB, reg.no. 556545-6596, proposes that the Annual General Meeting resolves to amend the Articles of Association in accordance with the following.

The Board of Directors proposes that the limits for the share capital according to § 4 be amended.

Previous wording:

"The share capital is minimum SEK five million (5,000,000) and maximum SEK twenty million (20,000,000)."

The proposed new wording is:

"The share capital is minimum SEK nine million (9,000,000) and maximum SEK thirty-six million (36,000,000)."

A resolution in accordance with the proposal is valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the meeting.

Item 18 – Resolution regarding authorisation for the Board of Directors to resolve on issue of shares

The Board of Directors hereby 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 not more than 2,819,520 ordinary shares. The Board of Directors shall be authorised to adopt decisions on an issue of ordinary shares with deviation from the shareholders' pre-emption 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, points 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 Board of Directors shall be authorised to decide on the terms and conditions regarding issues under this authorisation and what persons shall be entitled to subscribe for the shares. The reason to propose that the Board of Directors shall be authorised to resolve on an issue with deviation from the shareholders' pre-emption rights and that the board 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 to those who have entered into guarantee commitments with the Company in connection with the rights issue resolved by the Board of Directors on 4 April 2023, subject to the approval from the general meeting, and who wish to receive compensation for such guarantee commitments through new shares in the Company

It is proposed that the managing director is authorised to make such minor adjustments to this resolution that may be necessary in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

A resolution in accordance with the proposal is valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the meeting.

Information at the Annual General Meeting

The Board of Directors and the Managing Director shall, upon request by any shareholder and where the Board of Directors considers that it can be done without significant harm to the Company, provide information concerning circumstances which may affect the assessment of an item on the agenda or the Company's financial situation. The duty to provide information also applies to such circumstances regarding the Company's subsidiaries, its relationship to other Group Companies and to the group accounts.

Available documentation

The Nomination Committee's motivated statement regarding its proposal for the Board of Directors and information on proposed Board members is available on the Company's website, www.precisebiometrics.com.

The financial statements and auditors' report, the auditors' statement in accordance with Chapter 8 Section 54 of the Swedish Companies Act, a complete set of proposals for the resolutions, as well as other documents pursuant to the Swedish Companies Act will be available at the Company's office at Scheelevägen 27, SE-223 63 Lund, Sweden and on the Company's website, www.precisebiometrics.com, not later than three weeks before the Annual General Meeting. Copies of the documents are sent free of charge to shareholders who have requested this and provided their postal address free. The documents will also be available at the Annual General Meeting.

Processing of personal data

For information regarding the processing of your personal data in connection with the Annual General Meeting, please refer to the privacy policy available on <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Lund in April 2023

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 supplier of identification software. The company offers products in various areas of application that enable users – using their own biometrics – to identify themselves in a convenient and secure way. Precise has two business areas; Digital Identity and Algo, and operates out of its offices in Lund, Sweden, Potsdam NY, USA and Shanghai, China. The Precise share is listed at Nasdaq Stockholm (PREC). For more information, please visit www.precisebiometrics.com

Attachments

[NOTICE OF THE ANNUAL GENERAL MEETING IN PRECISE BIOMETRICS AB](#)