

Resolutions at Precise Biometrics' annual general meeting 2019

At the Annual General Meeting (the "AGM") of Precise Biometrics, which was held today on Wednesday May 15, Torbjörn Clementz, Torgny Hellström, Mats Lindoff and Synnöve Trygg were re-elected Board members and Åsa Schwarz was elected new Board member. The AGM also resolved on the implementation of an incentive program for the company's CEO and CFO.

ELECTION OF BOARD MEMBERS, CHAIRMAN OF THE BOARD AND AUDITOR

In accordance with the Nomination Committee's proposal, the AGM resolved to re-elect Torbjörn Clementz, Torgny Hellström, Mats Lindoff and Synnöve Trygg as Board members and Åsa Schwarz was elected new Board member. Torgny Hellström was re-elected as Chairman of the Board.

The accounting firm EY was re-elected as auditor of the company for a mandate period of one year, with the authorized public accountant Johan Thuresson as auditor in charge.

In accordance with the Nomination Committee's proposal, the AGM resolved on fees entailing that the Chairman of the Board shall receive SEK 545,000, that each of the other four members of the Board shall receive SEK 190,000 and that remuneration for committee work shall amount to SEK 35,000 for members of the Audit Committee, SEK 70,000 for the Chairman of the Audit Committee and SEK 25,000 for members and Chairman of the Remuneration Committee.

DIVIDENDS

It was resolved that no dividends should be paid for the financial year of 2018.

GUIDELINES FOR REMUNERATION TO SENIOR MANAGEMENT

In accordance with the proposal of the Board, the AGM resolved to adopt guidelines for remuneration to senior management principally entailing that remuneration and terms of employment shall be competitive and in accordance with market conditions. In addition to fixed salary, management may also receive variable salary, which shall be based on the company's result and possibly individual goals. The variable part of the salary may amount to a maximum of 75% of the fixed salary for the managing director and 50% of the fixed salary for the other members of senior management. Long-term incentives may consist of warrants and other share-based incentive programs.

AUTHORIZATION FOR THE BOARD TO RESOLVE UPON NEW ISSUES OF SHARES AND/OR CONVERTIBLES

In accordance with the proposal of the Board, the AGM resolved to authorize the Board to resolve, on one or several occasions before the next AGM, on an issue of shares and/or convertible bonds. Such issue may entail a deviation from the shareholders' preferential right to subscribe for new shares and/or convertible bonds and also entail that payment of the new shares and/or convertible bonds may be made in cash or by consideration in kind or by right of set-off. The number of shares and/or convertible bonds to be issued by virtue of the authorization shall not exceed 10% of the registered share capital (as per the date of the resolution on the issue of new shares and/or convertible bonds). The Board shall be entitled to establish remaining conditions of the issue, including the issue price. The issue price shall be determined in accordance with market practice. The purpose of the authorization and the reason for the

deviation from the shareholders' preferential right is to enable the company, by way of issues of new shares/convertible bonds for payment in cash, in kind or through set-off, to strengthen the company's capital base in connection with company acquisitions or strategic capital or other investments, and to obtain capital contributions from new owners that are considered strategically important from an operational, financial, structural or other perspective.

RESOLUTION REGARDING AMENDMENT OF THE ARTICLES OF ASSOCIATION AND REVERSE SHARE SPLIT (1:10)

Following discussions at the AGM, the Board resolved to recall the proposal regarding amendment of the articles of association and reverse share split, which will therefore not be implemented.

RESOLUTION REGARDING INCENTIVE PROGRAM FOR THE COMPANY'S CEO AND CFO

In accordance with the proposal of the Board, the AGM resolved to adopt a three year incentive program for the company's CEO and CFO by way of issue of a maximum of 1,300,000 subscription warrants, entitling to subscription for the equivalent number of shares in the company during the period from and including 1 June 2022 up to and including 30 June 2022. The subscription price per share shall correspond to 150% of the volume weighted average price according to Nasdaq Stockholm's official price list for share in the company during the period from 16 May 2019 up to and including 29 May 2019. The subscription warrants shall be directed to a wholly-owned subsidiary of the company, which in turn shall transfer the subscription warrants to the company's CEO and CFO at market value in accordance with specified allotment conditions. Assuming that all 1,300,000 subscription warrants are exercised for subscription of new shares, the company's share capital will increase with a maximum of SEK 39,000.01 which would result in a dilution of approximately 0.36% in relation to the company's current share capital.

FOR FURTHER INFORMATION, PLEASE CONTACT

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About Us

Precise Biometrics is a market leading supplier of solutions for convenient and secure verification of people's identity using biometrics. Our solutions are used hundreds of millions of times every day by people all over the world. For more information, please visit www.precisebiometrics.com

Attachments

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