

# **RECOMMENDATION BY THE NOMINATION COMMITTEE OF NEXT BIOMETRICS GROUP ASA**

## **TO THE GENERAL MEETING TO BE HELD ON 9 MAY 2025**

### **1. PRESENTATION OF THE WORK OF THE NOMINATION COMMITTEE**

The nomination committee of NEXT Biometric Group ASA (the "**Company**") is stipulated in the Company's articles of association and the members of the nomination committee are elected by the general meeting. The nomination committee comprise the following persons:

- Jon Frode Vaksvik (chair);
- Haakon Sæter; and
- Hans Herman Horn.

The nomination committee prepares recommendations for (i) candidates to the Company's board of directors, (ii) remuneration to the board members, (iii) candidates to the Company's nomination committee and (iv) remuneration to the members of the nomination committee and other sub-committees of the board of directors.

In connection with preparing a proposal to the general meeting, the nomination committee has consulted with the Company's board of directors/chair and certain of the Company's largest shareholders.

The nomination committee has, while preparing its recommendations, considered the work to be performed by the board of directors, being mindful of the need for industry knowledge and the framework and conditions upon which the Company operates, familiarity with the relevant markets, the Company's current operations, future opportunities, and potential challenges. In addition, the requirements and recommendations set out in the Norwegian Code of Practice for Corporate Governance (NUES) have been carefully considered.

### **2. BACKGROUND**

The Company is still facing challenges that will require extraordinary involvement by the board members. The nomination committee is therefore of the opinion that the board members should be

compensated for the expected extra efforts required by them. The nomination committee has, in connection therewith, been in contact with the Company's management, the chairperson of the board, board members and some of the largest shareholders to discuss various incentives in addition to the cash remuneration. Based on these discussions, and considerations made in this respect, the nomination committee proposes that the board members are granted share options in the Company and that the exercise period of the share options granted in 2022 and held by current board member Siri Børsum is extended from the expiry date on 1 June 2025 to 30 July 2027, as further set out below under Section 3.4.

The nomination committee acknowledges that the extension and the grant of share options to board members represent a deviation from recommendation no. 11 of the Norwegian Code of Practice for Corporate Governance. The committee is of the view that this deviation is warranted by the phase the Company is in and the work required by the board of directors in this respect and believes that the proposed participation in the option program will not weaken the board members' independence.

The extension and grant of share options to the board members will be an additional form of compensation to the proposed cash remuneration, which is further set out below under Section 3.3.

### **3. PROPOSALS**

#### **3.1 Composition of the board of directors**

The nomination committee proposes that the annual general meeting (the "**AGM**") resolves to re-elect the current board members Siri Gommæs Børsum and Emine Lundkvist for a new period until the AGM in 2026, and to elect Hans Henrik Klouman, Tove Giske and Roy Tselentis as new board members. It is further proposed that Hans Henrik Klouman, will take over as the new chairman of the board. Biographies of the proposed new board members are included below in Section 3.2.

Thus, the following board composition is proposed for a period until the AGM in 2026:

- Hans Henrik Klouman, chair
- Tove Giske, board member
- Roy Tselentis, board member
- Siri Gommæs Børsum, board member

- Emine Lundkvist, board member

The proposed members of the board of directors shall be voted on separately by the general meeting.

### **3.2 Description of new board member candidates:**

#### **Hans Henrik Klouman - Chairman**

Hans Henrik Klouman has extensive legal and international business experience. He has held various executive and board positions in different industries since completing his Norwegian law degree in 1987. Hans Henrik joined Equinor (EQN) in 2011 and held the position Group General Counsel up to 2019 and he held various other positions at EQN until 1 April 2025. Before joining EQN, he held the position as CEO of SEB Enskilda in Norway (2007-2011). Prior to joining SEB Enskilda in 2007, he was Group General Counsel/EVP in the leading Norwegian insurance, pension, asset mngmt (and banking) group Storebrand from 1994 to 2007. From 1987 and until joining Storebrand in 1994, he was employed by the Financial Supervisory Authority in Norway, served as a Deputy Judge in Sandefjord District Court, and employed as a lawyer in the Norwegian law firm Thommessen, for the Ministry of Finance and at the Oslo Stock Exchange. Hans Henrik Klouman holds a Cand. Jur. degree from the University of Oslo, Norway, a LLM (Master of Laws) from the University of Southampton, UK and AMP from Harvard Business School, USA.

#### *Current Board positions:*

Business: Chair of the Boards of the Private Equity group Altor Funds and JO Odfjell family office Farvatn AS. Co-chair of Taurus AS in the investment part of the Wilhelm Wilhelmsen Group and Board member of Storebrand Life Insurance AS.

Cultural: Chair of Edvard Munch's Atelier foundation (SEMA). Board member of Stiftelsen Tjuvholmen Kulturdrift / Stiftelsen Tjuvholmen Skulpturpark and Borgvær cultur center.

#### **Tove Giske**

Tove Giske is an experienced senior manager with over 30 years of documented experience in building companies, commercial strategy and scaling growth companies. She has led several businesses from start-up to profitability and completed successful sales to industrial players. Moreover, she has broad experience from companies with complex customer solutions, especially

within payment follow-up, invoicing and technology. Further, she has extensive experience from board work and growth strategies in the technology and communication sector. She has held senior positions in Ropo Capital Norway AS, Kredinor AS, Sergel Group AS. Her experience from board positions includes Link Mobility Group ASA and Defigo AS. Tove Giske holds a degree from the Norwegian School of Economics & Business Administration.

### **Roy Tselentis**

Roy Tselentis has founded and held shares in various small-cap companies across multiple industries from technology to real estate. Throughout his career, Roy Tselentis has also been a private investor in tech-companies listed on Oslo Stock exchange. He employs a fundamentally driven analytic approach to investments and does his own research, lately with specific emphasis on the biometric sector. His tremendous knowledge of this industry is a significant benefit for Next Biometrics ASA.

Mr. Tselentis received his initial education at the Norwegian Business School (BI) and completed the financial component of the Master of Management program at the same institution.

### **3.3 Remuneration to the board of directors**

In line with the nomination committee's proposal for the AGM in 2024, the committee proposes that the AGM in 2025 approves the remuneration to the board of directors for the period from the AGM in 2025 to the AGM in 2026.

The proposed remuneration for the period from the AGM in 2025 to the AGM in 2026 is as follows:

- Chair of the board: NOK 600,000
- Board members: NOK 200,000 each

In line with the nomination committee's proposal for the AGM in 2024, it is proposed that there will not be any remuneration for participation in board sub-committees such as the audit committee and the remuneration committee.

### **3.4 Board members' participation in the Company's share option program**

Based on the information set out in item 2 above, the nomination committee proposes that the AGM resolves to grant the board members a total of 1,400,000 new share options, divided into 1,000,000

share options to the chair and 200,000 share options to each of the two new board members, subject to the following terms:

- Each share option shall give the holder the right to one share in the Company.
- The exercise price of the share options shall be equal to the average volume-weighted market price of the shares over the last five trading days prior to the date of grant.
- Vesting period: 50 per cent of the options will vest on 9 May 2026 and the remaining 50 per cent will vest on 9 May 2027.
- The date of expiry for all vested options is the date falling 60 months after the date of grant. Any options that are not exercised at, or prior to, that date will lapse.
- The vesting period for the options is conditional on the person being a member of the board of directors at the date of vesting, meaning that the options that have not vested will lapse without compensation to the holder if the board member ceases to be a member of the board. However, options that have vested shall not lapse without compensation before the expiry period of the options. Vested options must be exercised within six months from the date of the end of the board member's term.
- Board members who are dismissed pursuant to a resolution made by the general meeting or who are not re-elected will keep their vested options, while any unvested options will lapse.

Further, the nomination committee proposes that the exercise period for board member Siri Gornæs Børsum's current 200,000 options are extended to 30 August 2027.

Other than as set out above, the Company's ordinary terms for employee options shall apply to the extent they are relevant for the board members. The more detailed terms shall be set out in a separate share option agreement to be entered into with each board member following approval of the share options grant by the general meeting.

### **3.5 Composition of the nomination committee**

The composition of the nomination committee is up for re-election. The nomination committee proposes that the current nomination committee members Haakon Sæter and Hans Herman Horn are re-elected, while Jon Frode Vaksvik is proposed to be replaced with Andreas B. Lorentzen. The nomination committee further proposes that Hans Herman Horn serve as chair of the nomination committee and that Haakon Sæter and Andreas B. Lorentzen serve as members of the nomination

committee. The members of the nomination committee shall be voted on separately by the general meeting.

### **3.6 Remuneration for members of the nomination committee**

The nomination committee proposes that the remuneration going forward for the members of the nomination committee remains at the same level as for previous years, which is:

- Chairperson: NOK 30,000
- Member: NOK 20,000 each

\* \* \*

Oslo, 30 April 2025

Jon Frode Vaksvik (Chair)

Haakon Sæter

Hans Herman Horn