

# NOTIFICATION OF THE EXTRAORDINARY GENERAL MEETING IN PRECISE BIOMETRICS AB

**Shareholders of Precise Biometrics AB, corp. reg. no. 556545-6596, (the “Company”) are hereby notified of the extraordinary general meeting (EGM) to be held on Monday, 5 September 2022, at 15.00 CEST at Elite Hotel, second floor, Scheelevägen 27, in Lund.**

## **Notification, etc.**

Shareholders who wish to participate at the extraordinary general meeting must:

- both be listed in the register of shareholders maintained by Euroclear Sweden AB on Friday, 26 August 2022, and
- notify the Company of their intention to attend the EGM, no later than on Tuesday, 30 August 2022, to the address Precise Biometrics AB, Scheelevägen 27, 8 stairs 223 63 Lund, Sweden, or by e-mail to [bolagsstamma@precisebiometrics.com](mailto:bolagsstamma@precisebiometrics.com).

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

## **Trustee registered shares**

To be able to participate at the EGM, shareholders who have registered their shares in the name of a trustee must request registration of the shares in their own names in the register maintained by Euroclear Sweden AB, as per the record as stated above. Shareholders who wish to register their shares in their own name must, in accordance with the respective trustee's routines, request that the trustee make such registration. Registration of shareholders should be completed not later than 30 August 2022. The shareholder should notify the trustee 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, an attested copy of the certificate of registration or its equivalent for the legal entity must be enclosed with the notice of participation. The period of validity of the power of attorney is permitted to extend to five years from the date of issue. An original of the power of attorney and, when applicable, the certificate of registration should be submitted to the Company at the above address, in good time, prior to the EGM. The Company provides proxy forms on request and these are also available from the Company's website, [www.precisebiometrics.com](http://www.precisebiometrics.com).

## Number of shares and votes

The Company had a total of 39,596,394 ordinary shares at the date of issue of the notification. The total number of votes in the Company amounts to 39,596,394. The Company does not own any own shares.

## Proposed agenda

1. Opening of the general meeting and election of the chairman for the general meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to verify the minutes
5. Determination of whether the general meeting has been duly convened
6. Resolution to approve the board of directors' resolution on new issue of ordinary shares with pre-emption rights for existing shareholders
7. Resolution to authorise the board of directors to issue new ordinary shares
8. Resolution to authorise the board of directors to issue new ordinary shares and/or convertible instruments
9. Close of the general meeting

## Proposals for resolution

### *Item 1 — Opening of the general meeting and election of the chairman for the general meeting*

The board of directors of the Company proposes the election of Torgny Hellström as chairman of the extraordinary general meeting.

### *Item 6 – 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 of the Company hereby proposes that the general meeting of shareholders 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 10 August 2022, 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 1,979,819.70 by an issue of not more than 6,599,399 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 six (6) subscription rights entitle to subscription for one (1) new ordinary share.
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 8 September 2022.
4. The new shares are issued at a subscription price of SEK 6.44 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 12 September 2022 to 26 September 2022. 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 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 7 – Resolution to authorise the board of directors to issue new ordinary shares*

The board of directors of the Company hereby proposes that the general meeting of shareholders resolves to authorise the board of directors for the period up to the next annual meeting of shareholders to resolve, whether on one or several occasions, to increase the Company's share capital by an issue of not more than 2,339,787 new 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.

The authorisation shall apply in addition to the authorisation decided by the annual general meeting on 19 May 2022 and the authorisation proposed to the general meeting according to item 8 on the agenda.

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 Egis Technology Inc and thus be able to fulfil its obligations in accordance with the investment agreement that the Company and Egis Technology Inc have entered into.

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 of the board of directors 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 8 – Resolution to authorise the board of directors to issue new ordinary shares and/or convertible instruments*

The board of directors of the Company hereby proposes that the general meeting of shareholders resolves to authorise the board of directors for the period up to the next annual meeting of shareholders to resolve, whether on one or several occasions, to issue ordinary shares and/or convertible instruments 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 of ordinary shares and/or convertibles 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.

The authorisation shall apply in addition to the authorisation decided by the annual general meeting on 19 May 2022 and the authorisation proposed to the general meeting according to item 7 on the agenda.

An issue in accordance with this authorisation 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 ordinary 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 of the board of directors 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 concerning the extraordinary general meeting**

The board of directors and the managing director must, if a shareholder so requests and the board of directors considers it possible without this resulting in material damage to the Company, provide information concerning conditions that could influence the assessment of an item on the agenda.

### **Documentation for the extraordinary general meeting**

A complete set of proposals for the resolutions and other documents pursuant to the Swedish Companies Act will be available from the Company at Scheelevägen 27, 223 63 Lund, Sweden, and on the Company's website, [www.precisebiometrics.com](http://www.precisebiometrics.com), not later than three weeks before the extraordinary general meeting. Copies of the documents are sent to shareholders who have requested this and provided their postal address free of charge. The documents will also be available at the extraordinary general meeting.

### **Processing of personal data**

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

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Lund in August 2022

**Precise Biometrics AB** *The Board of Directors*

**For further information, please contact:**

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### **About Us**

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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](http://www.precisebiometrics.com)

Press Release  
10 August 2022 17:50:00 CEST



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## Attachments

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[NOTIFICATION OF THE EXTRAORDINARY GENERAL MEETING IN PRECISE BIOMETRICS AB](#)