

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

## **TO THE GENERAL MEETING TO BE HELD ON 12 May 2023**

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

Given the important phase that the Company still is facing, where extraordinary involvement by the board members will be required, the nomination committee has considered how to continue to compensate the board members 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. Based on these discussions, and consideration made in this respect, the nomination committee proposes that the current board members' share options in the Company that were awarded in 2019 and 2020 are extended in time so that these options do not expire in 2023. The extension of the share option program will be voted on by the shareholders at the annual general meeting (AGM) to be held on 12 May 2023.

The nomination committee acknowledges that options to board members represents 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 of the options will not affect the cash remuneration approved by the annual general meeting as ordinary remuneration for the board members.

### **2. PROPOSAL**

#### **2.1 Composition of the board of directors**

The nomination committee proposes that the AGM resolves to re-elect the directors who currently are serving as board members, hence that it elects the following board composition for a period until the AGM in 2024:

- Petter Fjellstad, chair
- Emine Lundkvist, board member

- Odd Harald Hauge, board member
- Siri Gonnæs Børsum, board member

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

In line with the nomination committee's proposal for the AGM in 2022, the committee proposes that the AGM in 2023 approves the remuneration to the board of directors in the period from the AGM in 2023 to the AGM in 2024.

The proposed remuneration from the AGM in 2023 to the AGM in 2024 is the same as the previous period:

- Chair of the board: NOK 500,000
- Board members: NOK 200,000 each

In line with the nomination committee's proposal for the AGM in 2022, it is proposed that there will not be any remuneration for participation in sub-committees like the audit committee and the remuneration committee.

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

Based on the information set out in item 1 above, the nomination committee proposes that the general meeting resolves to grant the board members who hold options as part of the 2019 and 2020 option programs, an extension of the option exercise period to 19 June 2026. Any options that are not exercised at, or prior to, that date will lapse.

## **2.3 Composition of the nomination committee**

The composition of the nomination committee is up for re-election. It is proposed that the current nomination committee is re-elected, and that Jon Frode Vaksvik will continue to serve as chair of the nomination committee and that Haakon Sæter and Hans Herman Horn will continue to serve as members of the nomination committee. The members of the nomination committee shall be voted on separately by the general meeting of shareholders.

## 2.4 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

\* \* \*

Oslo, 19 April 2023

  
Jon Frode Vaksvik (Chair)

Haakon Sæter

Hans Herman Horn

(On behalf of the nomination committee.)