

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

TO THE ANNUAL GENERAL MEETING TO BE HELD ON XXX 2017

1. PRESENTATION OF THE WORK OF THE NOMINATION COMMITTEE

The nomination committee of Next Biometrics Group ASA (the “**Company**”) consists of Chairman Mr. Odd Harald Hauge and Mr. Haakon Sæter. The nomination committee has since its appointment on 2 november 2015 been reviewing the composition of the board of directors with a view to ensure that the board of directors has an optimal composition.

In addition to meetings held within the nomination committee, the committee has been in contact with the Company’s management, the chairperson of the board, board members and some of the largest shareholders in the Company.

There has been a broad consensus amongst the parties that the nomination committee has been in contact with that each of the current board members has contributed in a good way to the business of the Company.

After the appointment of Ritu Favre as the new CEO, the main shareholders wish to elect former CEO Tore Etholm-Idsøe as the new chair of the board. The present chair of the board, Brita Eilertsen, will remain on the board.

2. PROPOSAL

The nomination committee proposes that the general meeting resolves to elect a board consisting of the following five members for a period until the annual general meeting in 2018.

Tore Etholm-Idsøe (chairperson)

Brita Eilertsen

Svenn-Tore Larsen

Emanuel Lang

Emine Lundkvist

Four of the five proposed directors are already members of the board, reference is made to the Company's annual report for 2014, the prospectus published on 16 December 2015 or the Company's web site for a presentation.

Tore Etholm-Idsøe has been CEO of the company almost since it's foundation, and is well known to most shareholders. The election committee finds that he is very well suited for the position as chair of the board.

3. REMUNERATION TO THE MEMBERS OF THE BOARD OF DIRECTORS

3.1 Remuneration for ordinary board membership

The committee propose that the remuneration to the board of directors in the period from the Company's ordinary general meeting in 2016 to the ordinary general meeting in 2017 is kept at the same level as the previous year. The proposal is:

Chair of the board	NOK 400 000
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Board members	NOK 200 000
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This is seen as being in line with the remuneration to board of directors in companies of same size and workload.

3.2 Remuneration for participation in board sub committees

The nomination committee propose that the remuneration for board members participating in board committees like audit committee and remuneration committee will remain the same as in the previous year. That is

Chairperson	NOK 30 000
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Members	NOK 20 000
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3.3 Consultancy agreement entered into with the new chairman of the board of directors

Subject to the approval of the annual general meeting, the board of directors of the Company has entered into a consultancy agreement with the previous CEO and proposed new chairman of the board of directors, Tore Etholm-Idsøe (through his wholly-owned company, Eurostores AS). Tore Etholm-Idsøe has specific competence and experience within the Biometrics industry which the Company needs, and the board of directors and Tore Etholm-Idsøe has therefore agreed that he will provide services to the Company which goes beyond the tasks normally performed by the chairman of the board of directors. The chairman shall receive instructions related to the services from, and report directly to, the board of directors of the Company. As consideration for the services to be provided, the Company shall pay to the chairman of the board of directors a monthly fee of NOK 180,000 (excl. VAT). This consideration will come in addition to any ordinary board remuneration proposed by the nomination committee to the annual general meeting in 2018.

4. EXTENSION OF THE NOMINATION COMMITTEE FROM 2 TO 3 MEMBERS AND PROPOSED MEMBERS

It is proposed that the nomination committee is extended from 2 to 3 members. This is in line with most other companies of same size and valuation. The proposal is

Odd Harald Hauge (chairperson)

Haakon Sæter

Matei Stefan Gaburici

Gaburici has a master from London School of Economics and is presently working for Greenbridge Partners, the Company's largest shareholder. He has previously worked in private equity focusing on technology and media.

5. REMUNERATION TO THE MEMBERS OF THE NOMINATION COMMITTEE

As with other remuneration proposals the committees proposal is that the remuneration to members of the nomination committee remains at the same level as previous year. That is

Chairperson NOK 30 000

Member NOK 20 000

Oslo 20 April 2017

Haakon Sæter

Odd Harald Hauge