

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

## **TO THE GENERAL MEETING TO BE HELD ON MAY 12, 2020**

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

The nomination committee of NEXT Biometrics Group ASA (The Company) consists of chairman Odd Harald Hauge and members Haakon Sæter and Matei Gaburici. The committee has since its appointment on May 24th 2017 (re-appointed May 15th 2018 and May 24th 2019) reviewed the composition of the board of directors with a view to ensure that the board has an optimal composition.

In addition to discussions held within the committee, members have been in contact with the Company's management, the chairperson of the board, board members and some of the large shareholders.

Magnus Mandersson, Emanuel Lang and Brita Eilertsen have given notice that they do not want re-election.

There is need for continuity on the board, and the Committee is pleased that members Emine Lundkvist and Petter Fjellstad will continue their efforts for the Company.

Shareholders and remaining board members have recommended the chairperson of the nomination committee, Odd Harald Hauge, as a new board member. This is supported by the other members of the nomination committee.

Odd Harald Hauge is educated from Norges Handelshøyskole, Bergen, has worked in finance and media since 1981, and has extensive board member experience. Hauge has been a shareholder of NEXT since 2005.

The nomination committee also propose Live Haukvik as board member. Haukvik has extensive board member experience, and over the last 20 years she has worked as CFO/COO/CEO in various fields, ranging from IT to industrial companies. She is now working as an independent consultant and board member.

### **2.PROPOSAL**

The nomination committee proposes that the AGM resolves to elect a board consisting of the following members for a period until the AGM in 2021.

Petter Fjellstad, chair  
Emine Lundkvist  
Odd Harald Hauge  
Live Haukvik

For the presentation of Fjellstad and Lundkvist reference is made to the Company's annual report, or the Company's web site.

### **3.REMUNERATION TO THE MEMBERS OF THE BOARD OF DIRECTORS**

In line with the committee's proposal for the AGM in 2019, the committee proposes that the AGM in 2020 should approve the remuneration to the board of directors in the period from the AGM in 2020 to the AGM in 2021.

The proposed remuneration going forward is the same as for the period 2019 to 2020.

Chair of the board      NOK 500,000

Board members        NOK 200,000 each

The committee propose that there will no longer be any remuneration for participating in board sub-committees like the audit committee and the remuneration committee.

### **4.REMUNERATION TO THE MEMBERS OF THE NOMINATION COMMITTEE**

The committee proposes that the remuneration going forward to the members of the nomination committee remains at the same level as previous years. That is:

Chairperson            NOK 30,000

Member                NOK 20,000

Mr Odd Harald Hauge will no longer be a member of the nomination committee following the 2020 AGM. Mr. Matei Gaburici is not seeking re-election.

It is proposed that the committee going forward will consist of the following two members

Haakon Sæter

Jon Frode Vaksvik – chair

Mr. Vaksvik has held multiple top management positions in large, industrial companies, as well as being CEO of a former jointly state and private owned investment fund targeting small and mid-size companies. He is well connected in both domestic and international business.

Oslo, 20th April 2020

Matei Gaburici

Haakon Sæter

Odd Harald Hauge