

RECOMMENDATION BY THE NOMINATION COMMITTEE OF NEXT BIOMETRICS GROUP ASA

TO THE GENERAL MEETING TO BE HELD ON MAY 21TH 2019

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 on May 15th, 2018) been reviewing the composition of the board of directors with a view to ensure that the board has an optimal composition.

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

The focus has been on stability in a phase where the Company is close to a commercial breakthrough. Therefore, the committee propose only one change, that is to replace Tore Etholm Idsøe who resigned from the board last autumn to avoid possible conflict of interest.

The committee has reviewed several candidates and recommends Mr Petter Fjellstad as a new board member of NEXT Biometrics.

Fjellstad is educated from Yale and Harvard Business School and has work experience from McKinsey, from leading positions in shipping and investments, and as an entrepreneur. Fjellstad has also been a partner of a Swiss-based hedge fund since 2007.

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 2020.

Magnus Mandersson
Brita Eilertsen
Emanuel Lang
Emine Lundkvist
Petter Fjellstad

Except for Mr Fjellstad the proposed directors are already members of the board, and reference is thus made to the Company's annual reports, or the Company's web site for a presentation.

3. RENUMERATION TO THE MEMBERS OF THE BOARD OF DIRECTORS

3.1 Remuneration for ordinary board membership from the general meeting in 2018 to the general meeting in 2019

The committee propose that the remuneration to the board of directors in the period from the Company's ordinary general meeting in 2018 to the ordinary general meeting in 2019 is kept at the same level as the previous years:

Chair of the board NOK 500 000

Board members NOK 200 000

3.2 Remuneration for ordinary board membership from the general meeting in 2019 to the general meeting in 2020

In order to give the board of directors predictability the nomination committee propose that going forward, the remuneration to the board of directors shall be approved by the general meeting for the year to come. The committee therefore propose that the remuneration to the board of directors in the period from the Company's ordinary general meeting in 2019 to the ordinary general meeting in 2020 is set to:

Chair of the board NOK 500 000

Board members NOK 200 000

Furthermore, the committee recommends the chairman is granted 50,000 share options and that the other board members are granted 30,000 share options each, subject to the following key terms:

- The exercise price of the share options shall be equal to the average volume-weighted market price of the shares over the five last trading days prior to the date of grant, plus 10%.
- Vesting period: two years following grant.
- If a board member resigns or declines re-election during the vesting period, the number of share options shall be reduced pro rata. This shall not apply if the board member is available for re-election, but is not elected by the general meeting.

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 by the general meeting.

3.3 Remuneration for participation in board sub committees

The nomination committee propose the following remuneration for board members participating in board committees like audit committee and remuneration committee

Chairperson NOK 100 000

Members NOK 30 000

The proposed remuneration shall apply both for the period from the ordinary general meeting in 2018 to the ordinary general meeting in 2019 and for the period from the ordinary general meeting in 2019 to the ordinary general meeting in 2020.

4. RENUMERATION TO THE MEMBERS OF THE NOMINATION COMMITTEE

The committee propose 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

The proposed remuneration shall apply both for the period from the ordinary general meeting in 2018 to the ordinary general meeting in 2019 and for the period from the ordinary general meeting in 2019 to the ordinary general meeting in 2020.

Oslo 29th April 2019

Haakon Sæter

Matei Gaburici

Odd Harald Hauge