

RECOMMENDATION BY THE NOMINATION COMMITTEE OF NEXT BIOMETRICS GROUP ASA

TO THE GENERAL MEETING TO BE HELD ON 19 May 2022

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 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 board members are invited to participate in the Company's new share option program. The new share option program will be voted on by the shareholders at the annual general meeting (AGM) to be held on 19 May 2022.

The nomination committee acknowledges that the above proposal 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 participation in the share option program 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

Live Haukvik, currently serving on the board, has informed the committee that she will not take re-election. It is suggested that she is replaced by Siri Gonnæs Børsum. Siri has extensive experience and knowledge from leadership positions and served 12 years with Google Norway and Google MTV, USA. Her career has included various positions related to the Media industry and she has over the years had particular emphasis on digital transformation and product development in the Northern European market. She will add strength to the board with great negotiation and

communication skills as well as deep industry knowledge from consumer tech and fintech industries.

The nomination committee proposes that the AGM resolves to re-elect the remaining directors who currently are serving as board members and in addition elects Siri Gommæs Børsum, hence that it elects the following board composition for a period until the AGM in 2023:

- Petter Fjellstad, chair
- Emine Lundkvist, board member
- Odd Harald Hauge, board member
- Siri Gommæs Børsum, board member

2.2 Remuneration to the board of directors

In line with the nomination committee's proposal for the AGM in 2021, the committee proposes that the AGM in 2022 approves the remuneration to the board of directors in the period from the AGM in 2022 to the AGM in 2023.

The proposed remuneration from the AGM in 2022 to the AGM in 2023 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 2021, 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 Siri Børsum as a new board member 200,000 share options, subject to the following key terms:

- Each share option shall give the holder right to one share in the Company.

- 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.
- Vesting period: Fifty per cent of the options will vest Q3 2022 and the remaining 50 per cent will vest Q3 2023.
- The date of expiry for all vested options is the date falling 36 months after the date of grant. Any options that are not exercised at, or prior to, that date will lapse.
- The vesting period for the options is conditional on the person being a member of the board of directors at the date of vesting. Any resigning board members will not lose their vested options. Vested options must be exercised within 6 months from the date of the end of the board member's term.
- Board members who are dismissed pursuant to a resolution made by the general meeting or who are not re-elected will keep their vested options, while any unvested options will lapse.

Other than as set out above, the Company's ordinary terms for employee options shall apply to the extent they are relevant for the board members. 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.

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 member 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

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Oslo, 19. April 2021



Jon Frode Vaksvik

(On behalf of the Nomination Committee)

Haakon Sæter

Hans Herman Horn