

RECOMMENDATION BY THE NOMINATION COMMITTEE OF NEXT BIOMETRICS GROUP ASA

TO THE GENERAL MEETING TO BE HELD ON 12 May 2021

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 12 May 2021.

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

The nomination committee proposes that the AGM resolves to re-elect the board of directors who currently are serving as board members, hence that it re-elects the following board composition for a period until the AGM in 2022:

- Petter Fjellstad, chair
- Emine Lundkvist, board member

- Odd Harald Hauge, board member
- Live Haukvik, board member

2.2 Remuneration to the board of directors

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

The proposed remuneration from the AGM in 2021 to the AGM in 2022 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 2020, 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 chairman of the board 1,000,000 share options and board members 200,000 share options each, 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 2021 and the remaining 50 per cent will vest Q3 2022.
- 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 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, 15 April 2021


Jon Frode Vaksvik


Haakon Sæter