



Press release, Gothenburg
November 1st, 2013

Extra General Meeting of Fingerprint Cards AB (publ)

Notification of Extraordinary General Meeting of Fingerprint Cards AB (publ)

The shareholders of Fingerprint Cards AB (publ), Corp. Reg. No. 556154-2381 (referred to below as (“the Company”) are hereby invited to attend the Extraordinary General Meeting (EGM) to be held at 5.30 p.m. on Tuesday, November 26, 2013 at Hotell Scandic Anglais, Humlegårdsgatan 23, Stockholm, Sweden.

A. Right to participate in the Meeting

Shareholders wishing to attend the EGM must be entered in the share register maintained by Euroclear Sweden AB by Wednesday, November 20, 2013, and notify the Company of their intention to attend the Meeting no later than at 4:00 p.m. on November 20, 2013, at the following address: Fingerprint Cards AB, Box 2412, SE-403 16 Gothenburg, or by fax at +46 (0)31-13 73 85, or via e-mail: investrel@fingerprints.com.

On giving notice of attendance, shareholders must state their name, personal or corporate identity number, address, telephone number, e-mail address, any advisors and shareholdings. A proxy form for shareholders wishing to participate via proxy will be available from the Company’s website, www.fingerprints.com. Shareholders represented by proxy must issue a dated power of attorney authorizing the representation. If power of attorney is issued by a legal entity, a certified copy of the registration certificate or the equivalent for the legal entity must be appended. The power of attorney and registration certificate should be sent by letter to the Company at the above-stated address in due time prior to the EGM. Power-of-attorney documents may not be older than five years.

To be entitled to participate in the proceedings of the EGM, owners with shares that are nominee-registered through a bank’s trustee department or other trustee must temporarily register the shares in their own name with Euroclear Sweden AB. Such registration must be completed by November 20, 2013, and the trustee should therefore be notified in due time before the said date.

B. Business at the Meeting

Proposal for agenda

- 1) Opening of the Meeting
- 2) Election of Chairman of the Meeting
- 3) Preparation and approval of the voting list
- 4) Approval of the agenda
- 5) Election of two persons to approve the minutes
- 6) Determination whether the Meeting has been duly convened
- 7) Determination of the number of Board members
- 8) Adoption of remuneration of the Board of Directors
- 9) Election of Board members and Chairman of the Board
- 10) Resolution on an issue of share warrants and resolution on approval of the transfer of share warrants, etc.
- 11) Board of Directors’ motion concerning authorization of the Board to execute minor adjustments to resolutions passed at the EGM in conjunction with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.
- 12) Closing of the meeting

Proposals for resolution, etc.

The Nomination Committee’s proposals relating to items 2, 7-9 on the agenda

The Nomination Committee was formed in accordance with the resolution passed by the 2012 EGM and comprises Dimitrij Titov, Lars Söderfjell and Tommy Trollborg.

**Item 2 – Election of Chairman for the Meeting**

The Nomination Committee proposes that attorney-at-law Dimitrij Titov be appointed Chairman of the EGM.

Item 7 – Determination of the number of Board members

The Nomination Committee proposes that the Board of Directors comprise five (5) regular members and no deputy members.

Item 8 – Adoption of remuneration of the Board of Directors

The Nomination Committee proposes that SEK 70,000 be paid to Alexander Kotsinas up to the end of the next Annual General Meeting, resulting in a proportional fee of SEK 120,000 for the entire period in office.

Item 9 – Election of Board members and Chairman of the Board

Because Mats Svensson has chosen to step down from the Board of Directors, the Nomination Committee proposes that the Board of Directors be changed as follows.

The Nomination Committee proposes the election of Johan Carlström and Alexander Kotsinas as new Members of the Board. It is proposed that Urban Fagerstedt be elected as Chairman of the Board.

A detailed description of the proposed members is available on the Company's website, www.fingerprints.com.

The Board of Directors' motions for resolution concerning items 10-11 on the agenda**Item 10 – The Board of Directors motion for resolution concerning an issue of share warrants and approval of the transfer of share warrants, etc.**

Shareholders jointly representing approximately 20.7 percent of the number of votes and approximately 4.1 percent of the share capital in the Company have declared their support for the Board's motion under this Item. The motion essentially involves the following.

A. The Board proposes that the Company issue a maximum of 500,000 share warrants. The right to subscribe for share warrants shall, by disapplying the shareholder's preferential rights, accrue to Fingerprint Security System Databärare AB, Corp. Reg. No. 556239-5938 ("the Subsidiary"), a wholly owned subsidiary of the Company. Subscription of the new warrants shall occur no later than November 27, 2013. The share warrants will be issued without charge. The subsidiary shall transfer the share warrants according to the terms stated in Item B below.

Each share warrant provides entitlement to subscription of one new Class B share in the Company. Subscription of shares in accordance with the terms and conditions for the share warrants may occur in the period commencing on November 27, 2016 and ending on December 27, 2016. The subscription price shall total an amount corresponding to 200 percent of the quoted volume-weighted average purchase price for Class B shares in the Company on the NASDAQ OMX Stockholm during the period commencing on November 12, 2013 and ending on November 25, 2013. The increase in the Company's share capital on full exercise of the share warrants will amount to not more than SEK 100,000, corresponding to dilution of approximately 0.8 percent of the total number of shares in the Company and approximately 0.7 percent of the total number of voting rights in the Company, taking into account the shares that may be issued as a result of full exercise of already issued share warrants and the share warrants that may be issued according to this motion.

The reason for disapplying the shareholders' preferential rights is that the employees, by investing themselves, will be able to participate in and work for a positive value trend for the Company's share during the entire period comprised by the proposed program and also to enable the Company to recruit competent and committed employees.

B. The Board proposes that the EGM approve the Subsidiary's transfer of share warrants on the following terms and conditions.

The right to acquire warrants from the Subsidiary will accrue to the following categories:

Category	Max number of warrants/person	Max number of warrants for the category
A (senior executives and other	100,000	300,000



senior employees)		
B (other employees)	30,000	300,000

The right to acquire share warrants from the Subsidiary will only accrue to those employees who have not resigned or been notified of dismissal from the Company at the end of the registration period.

The employees encompassed by this warrants program are, in addition to those individuals who are employees of the Company or another Group company, also employees working full time for the Company or the Group, but that are engaged on a consultancy basis or the equivalent and for whom formal employment is placed in another company that is not a Group company. For such employees, these provisions are to be applied in a corresponding manner.

Share warrants are to primarily be offered to individuals who are not already participating in one of the previously issued warrants programs. Should any warrants remain thereafter, the warrants are to be offered to other employees in the respective category. Should warrants also remain thereafter, they are to be offered to future new employees. For such acquisitions, the terms and conditions are to be identical or correspond to what is stated in this motion. This means, inter alia, that acquisitions must be effected at the current market value.

Prerequisites for allotment are firstly that the acquisition of warrants is legally possible and, secondly, that in the view of the Board of Directors, this can occur with reasonable administrative and financial input. Notification to acquire warrants shall occur during the period beginning on November 12, 2013 and ending on November 27, 2013 and in trading lots corresponding to either the highest number of warrants offered or reduced by trading lots of 1,000 warrants. Allotment is to occur in complete trading lots of 1,000 warrants.

The share warrants are to be transferred on market terms at a price established on the basis of a calculated market value for the share warrants using the Black & Scholes valuation model as calculated by an independent valuation institute. The Board of Directors of the Company will be entitled to cancel warrants that are not transferred to employees or warrants that are repurchased from employees. Cancellation must be reported to the Swedish Companies Registration Office for registration.

C. The Board proposes that the EGM assign the Board of the Company to implement the resolution in accordance with Item A above and ensure that the Board of the Subsidiary implements the transfer of the share warrants in accordance with Item B above.

Item 11 – Minor adjustments

It is proposed that the Meeting authorize the Board or the party appointed by the Board to make minor adjustments to the resolutions passed at the EGM should they be required in conjunction with registration with the Swedish Companies Registration Office or Euroclear Sweden AB.

C. Information, documentation and number of shares and votes

For a valid resolution in accordance with Item 10, the resolution must be supported by shareholders representing not less than nine-tenths of both the votes cast and the shares represented at the EGM. The General Meeting of the Subsidiary must also approve the resolution on transfer in accordance with Item 10B above.

If so requested by any shareholder and if the Board deems that it will not pose any material damage for the Company, the Board and the President are to disclose information concerning circumstances that could affect the assessment of an Item on the agenda, circumstances that could impact the financial situation of Fingerprint Cards or its subsidiaries, and Fingerprint Card's relationship with other Group companies, as well as its consolidated financial statements.

Complete proposals for the resolution and documentation in accordance with Chapter 14, Section 8 of the Companies Act will be available at the Company's office and on the Company's website, www.fingerprints.com, not later than November 5, 2013. Copies of this documentation will be sent to shareholders who have registered for the Meeting and who have provided their postal address.



On the date of publication of this official notification, the total number of shares in the Company was 51,661,135. The total number of votes was 62,461,135.

Gothenburg, November 2013
Fingerprint Cards AB (publ)
Board of Directors

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About Fingerprint Cards AB (publ)

Fingerprint Cards AB (FPC) markets, develops and produces biometric components and technologies that through the analysis and matching of an individual's unique fingerprint verify the person's identity. The technology consists of biometric sensors, processors, algorithms and modules that can be used separately or in combination with each other. The competitive advantages offered by the FPC's technology include unique image quality,

extreme robustness, low power consumption and complete biometric systems. With these advantages and the ability to achieve extremely low manufacturing costs, the technology can be implemented in volume products such as smart cards and mobile phones, where extremely rigorous demands are placed on such characteristics. The company's technology can also be used in IT and Internet security, access control, etc.

Fingerprint Cards AB (publ) discloses this information pursuant to the Swedish Securities Market Act (2007:528) and the Swedish Financial Instruments Trading Act (1991:980). The information was issued for publication on November 14, 2013, at 11:00 a.m.

Important information

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