



*OFFICE TRANSLATION*

**INNKALLING TIL  
EKSTRAORDINÆR GENERALFORSAMLING**

Ekstraordinær generalforsamling i NEXT Biometrics Group ASA, org nr 982 904 420 ("**Selskapet**"), holdes i lokalene til:

**Advokatfirmaet Thommessen  
Haakon VII's gate 10  
0161 Oslo**

**19 januar 2017 kl 1100**

Generalforsamlingen vil bli åpnet av styrets leder Brita Eilertsen.

Styret foreslår følgende dagsorden:

- 1 VALG AV MØTELEDER**
- 2 GODKJENNELSE AV INNKALLING OG DAGSORDEN**
- 3 VALG AV ÉN PERSON TIL Å MEDUNDERTEGNE PROTOKOLLEN**
- 4 VALG AV NYTT STYRE**

To aksjonærer som representerer mer enn 10% av selskapets aksjekapital har bedt om at det kalles inn til ekstraordinær generalforsamling for å øke aksjonærrepresentasjonen i styret. De foreslår at Emine Lundqvist velges som nytt styremedlem.

Det er foreslått at følgende velges som nytt styre for perioden frem til ordinær generalforsamling i 2017:

Brita Eilertsen (styreleder)  
Svenn-Tore Larsen  
Ketil Fridheim  
Emanuel Lang  
Emine Lundqvist

**NOTICE OF  
EXTRAORDINARY GENERAL MEETING**

An extraordinary general meeting of NEXT Biometrics Group ASA, org no 982 904 420 (the "**Company**"), is held at the premises of:

**Advokatfirmaet Thommessen  
Haakon VII's gate 10  
0161 Oslo**

**19 January 2017 at 1100 hours (CET)**

The general meeting will be opened by the chairperson of the board of directors, Brita Eilertsen.

The board of directors proposes the following agenda:

- 1 ELECTION OF A PERSON TO CHAIR THE MEETING**
- 2 APPROVAL OF THE NOTICE AND THE AGENDA**
- 3 ELECTION OF A PERSON TO CO-SIGN THE MINUTES**
- 4 BOARD ELECTION**

Two shareholders representing more than 10% of the shares in the Company has asked for an extraordinary general assembly in order to increase shareholder representation in the Board. They have proposed that Emine Lundqvist is elected as a new board member.

It is proposed that the following persons are elected as the new board of directors for the period until the annual general meeting in 2017:

Brita Eilertsen (chairperson)  
Svenn-Tore Larsen  
Ketil Fridheim  
Emanuel Lang  
Emine Lundqvist

Valgkomitéens innstilling følger vedlagt denne innkallingen.

The proposal from the nomination committee is enclosed this notice.

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Aksjonærer som ønsker å delta i generalforsamlingen (enten selv eller ved fullmektig), bes melde fra om dette ved å sende det vedlagte påmeldingsskjemaet (er også gjort tilgjengelig på Selskapets hjemmeside [www.nextbiometrics.com](http://www.nextbiometrics.com)), til Selskapets kontofører DNB Bank ASA, Verdipapirservice, til den postadresse, eller e-postadresse som fremgår av skjemaet innen 18. januar 2017 kl 15.00.

Shareholders wishing to attend the general meeting (in person or by proxy) are requested to give notice by sending the enclosed registration form (also available on the Company's website [www.nextbiometrics.com](http://www.nextbiometrics.com)) to the Company's securities account manager DNB Bank ASA, Verdipapirservice, at the postal address or email address set out in the form within 18 January 2017 at 15.00 hours (CET).

Aksjonærer som ikke har anledning til selv å møte, kan møte ved fullmektig. Skjema for tildeling av fullmakt, med nærmere instruksjoner for bruken av fullmaktsskjemaet, er vedlagt denne innkallingen (er også gjort tilgjengelig på Selskapets hjemmeside [www.nextbiometrics.com](http://www.nextbiometrics.com)). Fullmakt kan om ønskelig gis til styrets leder. Utfylte fullmaktsskjemaer kan enten leveres i generalforsamlingen eller sendes til Selskapet v/kontofører DNB Bank ASA, Verdipapirservice, til den postadresse, eller e-postadresse som fremgår av skjemaet innen den 18. januar 2017 kl. 15.00 på den angitte adresse.

Shareholders that are prevented from attending may be represented by proxy. The proxy form, including detailed instructions for the use of the form, is enclosed to this notice (also available on the Company's website [www.nextbiometrics.com](http://www.nextbiometrics.com)). If desirable, proxy may be given to the chairman of the board of directors. Completed proxy forms may either be submitted at the general meeting or sent to the Company, attn.: the Company's securities account manager, DNB Bank ASA, Verdipapirservice, at the postal address or email address set out in the form within 18 January 2017 at 15.00 hours (CET) to the specified address.

NEXT Biometrics Group ASA er et allmennaksjeselskap underlagt allmennaksjelovens regler. Selskapet har pr dagen for denne innkallingen utstedt 15 158 980 aksjer, og hver aksje har én stemme. Aksjene har også for øvrig like rettigheter.

NEXT Biometrics Group ASA is a public limited company subject to the rules of the Norwegian Public Limited Companies Act. As of the date of this notice, the Company has issued 15,158,980 shares, each of which represents one vote. The shares have equal rights also in all other respects.

En aksjonær har rett til å fremsette forslag til beslutninger i saker på dagsordenen og til å kreve at styremedlemmer og daglig leder på generalforsamlingen gir tilgjengelige opplysninger om forhold som kan innvirke på bedømmelsen av (i) saker som er forelagt aksjonærene til avgjørelse, og (ii) Selskapets økonomiske stilling, herunder virksomheten i andre selskaper som Selskapet deltar i, og andre saker som generalforsamlingen skal behandle, med mindre de opplysninger som kreves, ikke kan gis uten uforholdsmessig skade for Selskapet.

A shareholder has the right to put forward proposals for resolutions in matters on the agenda and to require that the members of the board of directors and the chief executive officer at the general meeting give available information regarding matters which may influence the assessment of (i) matters which are submitted to the shareholders for decision and (ii) the Company's financial position, including operations in other companies the Company participates in, and other matters which are to be resolved by the general meeting, unless the requested information cannot be given without disproportionate damage for the Company.

Denne innkallingen, øvrige dokumenter som gjelder saker som skal behandles i generalforsamlingen, herunder de dokumenter det er henvist til i denne

This notice, other documents regarding matters to be discussed in the general meeting, including the documents to which this notice refers, the proposed

innkallingen, forslag til beslutninger for poster på den foreslåtte dagsordenen, samt selskapets vedtekter, er tilgjengelige på Selskapets hjemmeside [www.nextbiometrics.com](http://www.nextbiometrics.com). Aksjonærer kan kontakte Selskapet pr post eller e-post for å få tilsendt de aktuelle dokumentene. Adresse: NEXT Biometrics Group ASA, Postboks 1656 Vika, 0120 Oslo, e-post: [knut.stalen@nextbiometrics.com](mailto:knut.stalen@nextbiometrics.com).

resolutions for matters on the proposed agenda, as well as the Company's articles of association, are available on the Company's website [www.nextbiometrics.com](http://www.nextbiometrics.com). Shareholders may contact the Company by mail or e-mail in order to request the documents in question on paper. Address: NEXT Biometrics Group ASA, P.O. Box 1656 Vika, N-0120 Oslo, Norway, email: [knut.stalen@nextbiometrics.com](mailto:knut.stalen@nextbiometrics.com).

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Oslo, 28. desember 2016

**På vegne av styret i Next Biometrics Group ASA**

\_\_\_\_\_ sign \_\_\_\_\_

Brita Eilertsen  
(styrets leder)

**Vedlegg:**

Skjema for påmelding og fullmakt til generalforsamlingen er vedlagt. Skjema for påmelding og fullmakt er også tilgjengelig på Selskapets hjemmeside [www.nextbiometrics.com](http://www.nextbiometrics.com).

Innstilling fra valgkomitéen

**Appendices:**

Registration form and proxy to the general meeting are enclosed. The registration form and proxy are also available at the Company's website [www.nextbiometrics.com](http://www.nextbiometrics.com).

Proposal from the nomination committee

## RECOMMENDATION BY THE NOMINATION COMMITTEE OF NEXT

### BIOMETRICS GROUP ASA TO AN EXTRAORDINARY GENERAL MEETING

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

The nomination committee of Next Biometrics Group ASA (the “**Company**”) was elected at an extraordinary general meeting on 2 November 2015 and consists of Chairman Mr. Odd Harald Hauge and Mr. Haakon Sæter. The nomination committee has continued to review the composition of the board of directors with a view to ensure that the board of directors at all times has an optimal composition.

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

There has been a broad consensus amongst the parties that the nomination committee has been in contact with, that each of the current board members has contributed in a good way to the business of the Company. However, some of the major shareholders have expressed a wish to have a stronger shareholder representation on the board. These views seem to be supported by a majority of the shareholders.

On this basis, two shareholders representing more than 10 per cent of the voting stock of the Company has asked the board to call for an extraordinary general meeting. They propose to elect a new board member, Emine Lundkvist.

#### 2. PROPOSAL

The nomination committee proposes that the extraordinary general meeting resolves to elect a board consisting of the following five members for a period until the annual general meeting in 2017.

Brita Eilertsen (chairperson)

Svenn-Tore Larsen

Ketil Fridheim

Emanuel Lang

Emine Lundkvist

Four of the five proposed directors are already members of the board, reference is made to the Company’s annual report for 2015 and the prospectus published on 1 July 2016 for a presentation.

Emine Lundkvist has been interviewed by the nomination committee at her office in Stockholm. Lundkvist is a lawyer and a long time partner at Swedish law firm Setterwalls. Her principal fields of practice are tax legislation with special fields as mergers and acquisitions, restructurings, establishments abroad, taxation of employees and close companies and international taxation.

The nomination committee finds that Emine Lundkvist is very well qualified as board member of NEXT Biometrics.

**Oslo 27 December 2016**

**Haakon Sæter**

**Odd Harald Hauge**



Ref no:

PIN code:

### Notice of Extraordinary General Meeting

An Extraordinary General Meeting of NEXT Biometrics Group ASA will be held on 19 January 2017 at 11 a.m. at Advokatfirmaet Thommessen, Haakon VII's gate 10, 0161 Oslo, Norway

If the above-mentioned shareholder is an enterprise, it will be represented by:

\_\_\_\_\_  
Name of enterprise's representative  
(To grant a proxy, use the proxy form below)

### Notice of attendance

The undersigned will attend the Extraordinary General Meeting on 19 January 2017 and vote for:

A total of \_\_\_\_\_  
Own shares  
Other shares in accordance with enclosed Power of Attorney  
Shares

This notice of attendance must be received by DNB Bank ASA no later than 3 p.m. on 18 January 2017.

**Notice of attendance may be sent electronically through the Company's website [www.nextbiometrics.com](http://www.nextbiometrics.com) or through VPS Investor Services.** To access the electronic system for notification of attendance or to submit your proxy, through the Company's website, the above-mentioned reference number and PIN code must be stated.

Notice of attendance may also be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no), or by regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

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Place	Date	Shareholder's signature (If attending personally. To grant a proxy, use the form below)
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### Proxy (without voting instructions)

Ref no:

PIN code:

#### Extraordinary General Meeting of NEXT Biometrics Group ASA

This proxy form is to be used for a proxy without voting instructions. To grant a proxy with voting instructions, please go to page 2.

If you are unable to attend the Extraordinary General Meeting in person, this proxy may be used by a person authorised by you, or you may send the proxy without naming the proxy holder, in such case, the proxy will be deemed to be given to the Chair of the Board of Directors or a person authorised by him.

The proxy form should be received by DNB Bank ASA, Registrar's Department no later than 3 p.m. on 18 January 2017.

**The proxy may be sent electronically through NEXT Biometrics Group's website [www.nextbiometrics.com](http://www.nextbiometrics.com), or through VPS Investor Services.** It may also be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no). Regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

The undersigned \_\_\_\_\_  
hereby grants (tick one of the two):

the Chair of the Board of Directors (or a person authorised by him), or

\_\_\_\_\_  
(Name of proxy holder in capital letters)

a proxy to attend and vote for my/our shares at the Extraordinary General Meeting of NEXT Biometrics Group ASA on 19 January 2017.

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Place	Date	Shareholder's signature (Signature only when granting a proxy)
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With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.

**Proxy (with voting instructions)****Ref no:****PIN code:**

This proxy form is to be used for a proxy with voting instructions. If you are unable to attend the Extraordinary General Meeting in person, you may use this proxy form to give voting instructions. You may grant a proxy with voting instructions to a person authorised by you, or you may send the proxy without naming the proxy holder, in which case the proxy will be deemed to have been given to the Chair of the Board of Directors or a person authorised by him.

The proxy form must be received by DNB Bank ASA, Registrar's Department, no later than 3 p.m. on 18 February 2017. It may be **sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no)** /Regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

**The undersigned:** \_\_\_\_\_

hereby grants (tick one of the two):

the Chair of the Board of Directors (or a person authorised by him), or

\_\_\_\_\_  
Name of proxy holder (in capital letters)

a proxy to attend and vote for my/our shares at the Extraordinary General Meeting of NEXT Biometrics Group ASA on 19 January 2017.

The votes shall be exercised in accordance with the instructions below. Please note that if any items below are not voted on (not ticked off); this will be deemed to be an instruction to vote "for" the proposals in the notice. However, if any motions are made from the floor in addition to or replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his discretion. In such case, the proxy holder will vote on the basis of his reasonable understanding of the motion. The same applies if there is any doubt as to how the instructions should be understood. Where no such reasonable interpretation is possible, the proxy holder may abstain from voting.

Agenda Extraordinary General Meeting 2017	For	Against	Abstention
1. Election of a person to chair the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of a person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Board election	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place \_\_\_\_\_ Date \_\_\_\_\_ Shareholder's signature  
**(Only for granting proxy with voting instructions)**

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.

Ref.nr.:

Pinkode:

**Innkalling til ekstraordinær generalforsamling**

Ekstraordinær generalforsamling i NEXT Biometrics Group ASA avholdes 19 januar 2017 kl 11:00 i Advokatfirmaet Thommessen, Haakon VII's gate 10, 0161 Oslo, Norway

Dersom ovennevnte aksjeeier er et foretak, oppgi navnet på personen som representerer foretaket:

\_\_\_\_\_  
Navn på person som representerer foretaket  
(Ved fullmakt benyttes blanketten under)

**Møteseddel**

Undertegnede vil delta på ekstraordinær generalforsamling den 19 januar 2017 og avgi stemme for:

I alt for \_\_\_\_\_ antall egne aksjer  
\_\_\_\_\_ andre aksjer i henhold til vedlagte fullmakt(er)  
Aksjer

Denne påmelding må være DNB Bank ASA i hende senest 18 januar 2017 kl. 15.00.

**Påmelding foretas elektronisk via selskapets hjemmeside [www.nextbiometrics.com](http://www.nextbiometrics.com) eller via Investortjenester.**

Alternativt: e-post: [genf@dnb.no](mailto:genf@dnb.no) Postadresse: DNB Bank ASA, Verdipapirservice, postboks 1600 Sentrum, 0021 Oslo.

For å få tilgang til elektronisk påmelding via selskapets hjemmeside, må ovennevnte pinkode og referansenummer oppgis.

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Sted	Dato	Aksjeeiers underskrift (Undertegnes kun ved eget oppmøte. Ved fullmakt benyttes delen nedenfor)
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**Fullmakt uten stemmeinstruks**

Ref.nr.:

Pinkode:

**Ekstraordinær generalforsamling i NEXT Biometrics Group ASA**

Denne fullmaktsseddelen gjelder fullmakt uten stemmeinstruks. Dersom De ønsker å avgi stemmeinstruks, vennligst gå til side 2.

Dersom De selv ikke kan møte på ekstraordinær generalforsamling, kan denne fullmakt benyttes av den De bemyndiger, eller De kan sende fullmakten uten å påføre navn på fullmektigen. I så fall vil fullmakten anses gitt styrets leder, eller den han bemyndiger.

Fullmakten må være DNB Bank ASA, Verdipapirservice, i hende senest 18 januar 2017 kl. 15.00.

**Elektronisk innsendelse av fullmakt via selskapets hjemmeside [www.nextbiometrics.com](http://www.nextbiometrics.com) eller via Investortjenester.**

Alternativt: e-post: [genf@dnb.no](mailto:genf@dnb.no) Postadresse: DNB Bank ASA, Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo.

**Undertegnede:** \_\_\_\_\_  
gir herved (sett kryss):

Styrets leder (eller den han bemyndiger), eller

\_\_\_\_\_  
(Fullmektigens navn med blokkbokstaver)

fullmakt til å møte og avgi stemme i NEXT Biometrics Group ASAs ekstraordinære generalforsamling 19 januar 2017 for mine/våre aksjer.

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Sted	Dato	Aksjeeiers underskrift (Undertegnes kun ved fullmakt)
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Angående møte- og stemmerett vises til allmennaksjeloven, især lovens kapittel 5. Det gjøres spesielt oppmerksom på at ved avgivelse av fullmakt skal det legges frem skriftlig og datert fullmakt fra aksjepostens reelle eier. Dersom aksjeeier er et selskap, skal firmaattest vedlegges fullmakten.

