## RECOMMENDATION BY THE NOMINATION COMMITTEE OF NEXT BIOMETRICS GROUP ASA

TO

## THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 1 FEBRUARY 2016

## 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 since its appointment been reviewing the composition of the board of directors with a view to ensure that the board of directors has an optimal composition.

In addition to meetings held with 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. Information obtained from these contacts has formed the basis for a specification of the desired profile of the board of directors and board members.

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, but that the board of directors has consisted of more members than what is necessary and efficient. To this end, the committee's work has been focused on striking the right balance between number of members, experience and independence.

## 2 PROPOSAL

The nomination committee proposes that the extraordinary general meeting resolves to elect a new board of directors consisting of five members from the current board of directors. The number of board members will thus be reduced from eight to five, in order for the board to operate more efficiently. The new board of directors will also reflect recent changes regarding major shareholders.

The nomination committee proposes that the general meeting resolves to appoint the following persons to the board of directors for the period until the annual general meeting in 2017:

Brita Eilertsen (chairperson) Sven Tore Larsen Inger Berg Ørstavik Ketil Fridheim Emanuel Lang

As all of these persons are already members of the board of directors, reference is made to the Company's annual report for 2014 and the prospectus published on 16 December 2015 for a presentation of the proposed members to the board of directors

Oslo 7 January 2016

Haakon Sæter Odd Harald Hauge