

RECOMMENDATION BY THE NOMINATION COMMITTEE OF NEXT BIOMETRICS GROUP ASA

TO THE GENERAL MEETING TO BE HELD ON 19 MAY 2026

1 PRESENTATION OF THE WORK OF THE NOMINATION COMMITTEE

The nomination committee of NEXT Biometric Group ASA (the "**Company**") is stipulated in the Company's articles of association and the members of the nomination committee are elected by the general meeting. The nomination committee comprises the following persons:

- Hans Herman Horn (chair);
- Haakon Sæter; and
- Andreas B. Lorentzen.

The nomination committee prepares recommendations for (i) candidates to the Company's board of directors, (ii) remuneration to the board members, (iii) candidates to the Company's nomination committee, and (iv) remuneration to the members of the nomination committee and other sub-committees of the board of directors. In connection with preparing a proposal to the general meeting, the nomination committee has consulted with the Company's board of directors/chair and certain of the Company's largest shareholders.

The nomination committee has, while preparing its recommendations, considered the work to be performed by the board of directors, being mindful of the need for industry knowledge and the framework and conditions upon which the Company operates, familiarity with the relevant markets, the Company's current operations, future opportunities, and potential challenges. In addition, the requirements and recommendations set out in the Norwegian Code of Practice for Corporate Governance ("**NUES**") have been carefully considered.

2 BACKGROUND

The Company is still facing challenges that will require extraordinary involvement by the board members. The nomination committee is therefore of the opinion that the board members should be compensated 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 in addition to the cash remuneration. Based on these discussions, and considerations made in this respect, the nomination committee proposes that the board members are granted share options in the Company.

The nomination committee acknowledges that the grant of share options to board members represents a deviation from recommendation no. 11 of NUES. 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 grant of share options to the board members will be an additional form of compensation to the proposed cash remuneration. For more information about the share options, see Section 3.4 below.

3 PROPOSALS

3.1 Composition of the board of directors

The Company's board of directors was elected at the annual general meeting on 9 May 2025 for a one-year term, until the annual general meeting in 2026. All board members are accordingly up for election.

The nomination committee proposes that the annual general meeting (the "**AGM**") resolves to re-elect the following persons as members of the board of directors:

- Hans Henrik Klouman, chair
- Roy Tselentis, deputy chair
- Tove Giske, board member
- Siri Børsum, board member

In addition, the nomination committee proposes to elect the following person as a new member of the board of directors:

- Jon H. Nordbrekken, board member – new member

Emine Lundkvist will not get re-elected:

The proposed members of the board of directors shall be voted on separately by the general meeting.

3.2 Description of new board member candidates:

Jon H. Nordbrekken, board member

Jon Harald Norbrekken is a founder of and business executive in multiple companies in the bank, finance and debt collection sector. After four years as CEO of Intrum Justitia Norway, Nordbrekken founded Aktiv Kapital in 1991, where he stayed on as CEO until 1999 and as Chairman from 1999 to 2004. In 2005, he founded B2Holding AS, parent to both Gothia Financial Group and Bank2. After Gothia was sold to Herkules in 2008, B2Holding was expanded and later renamed to B2 Impact ASA. Prior to his career at Intrum Justitia Norway, Mr Norbrekken held positions in the publishing and media industry. Moreover, he has been a key shareholder in the companies listed above. His experience from board positions includes among others B2 Holding ASA, Bank2 AS Norwegian Football Federation and Vålerenga Fotball.

3.3 Remuneration to the board of directors

In line with the nomination committee's proposal for the AGM in 2025, the committee proposes that the AGM in 2026 approves the remuneration to the board of directors for the period from the AGM in 2026 to the AGM in 2027.

The proposed remuneration for the period from the AGM in 2026 to the AGM in 2027 is as follows:

- Chair of the board: NOK 600,000
- Deputy chair: NOK 400,000
- Board members: NOK 200,000 each

In line with the nomination committee's proposal for the AGM in 2025, it is proposed that there will not be any remuneration for participation in board sub-committees such as the audit committee and the remuneration committee.

3.4 Board members' participation in the Company's share option program

Further, and in line with the information set out in item 2 above, the nomination committee proposes that the AGM resolves to grant the board members a total of 1,800,000 new share options, divided into 1,000,000 share options to the chair and 200,000 share options to each of the board members.

- The participants in the 2026 option program must surrender previously granted options, except for 250,000 of the share options that were granted to Roy Tselentis (deputy chair) in 2025, and 500,000 of the share options that were granted to Hans Henrik Klouman (chairperson) in 2025, which will vest on 9 May 2026.
- The number of options granted in 2025 to Roy Tselentis (250,000) and Hans Henrik Klouman (500,000) shall not be adjusted due to the reversed share split as resolved by the extraordinary general meeting held on 7 April 2026 and the exercise price shall be adjusted to be the same as the exercise price in the 2026 option program, as further described below.
- Each share option shall give the holder the 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 during the five trading days following the shares issued in the rights issue having been traded for 10 days. This is expected to be on or about week 26 in 2026.
- 50 per cent of the new options will vest on 15 May 2027 and the remaining 50 per cent will vest on 15 May 2028.
- The date of expiry for all vested options is the date falling 60 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, meaning that the options that have not vested will lapse without compensation to the holder if the board member ceases to be a member of the board. However, options that have vested

shall not lapse without compensation before the expiry period of the options. Vested options must be exercised within six 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.

Further, reference is made to the recommendation given by the nomination committee on 17 September 2025 and the statement that the compensation of board members shall be given "in line with the work they perform for the Company beyond ordinary tasks". On this background, and as set out in bullet point two above, the nomination committee recommends that the above-mentioned share options that were granted to Roy Tselentis (deputy chair) and Hans Henrik Klouman (chair) in 2025 and that will vest on 9 May 2026 shall not be adjusted for the reverse share split that was completed in April 2026, and that the exercise price for these option shall be reset and given the same exercise price as in the 2026 option program.

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 grant by the general meeting.

3.5 Composition of the nomination committee

All of the members of the nomination committee is up for re-election. The nomination committee proposes that the current nomination committee members Hans Herman Horn and Haakon Sæter are re-elected, while Andreas B. Lorentzen is proposed to be replaced with Andreas Akselsen. The nomination committee further proposes that Hans Herman Horn serve as chair of the nomination committee and that Haakon Sæter and Andreas Akselsen serve as members of the nomination committee. The members of the nomination committee shall be voted on separately by the general meeting.

3.6 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 / is as follows:

- Chairperson: NOK 30.000
- Member: NOK 20.000

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Oslo, 27. april 2026

Hans Herman Horn (Chair)

Haakon Sæter

Andreas B. Lorentzen

(On behalf of the nomination committee)