



Gothenburg, August 14, 2012

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

The shareholders in Fingerprint Cards AB (publ), reg. no 556154-2381 (the "Company") are hereby invited to an Extraordinary General Meeting on Wednesday, September 5, 2012, at 6:00 p.m., at the Scandic Park Hotel, Karlavägen 43 in Stockholm, Sweden.

### Notice of Attendance

Shareholders who wish to attend the General Meeting must:

- (i) be recorded in the share register kept by Euroclear Sweden AB on August 30, 2012, and
- (ii) notify the Company of their intent to attend the General Meeting, stating name, personal or corporate identity number, and the number of shares held in the Company, by mail to the address: Fingerprint Cards AB, P.O. Box 2412, SE-403 15 Gothenburg, Sweden, or by fax +46(0)31-137385, or by e-mail: [investrel@fingerprint.se](mailto:investrel@fingerprint.se), no later than on August 30, 2012, at 4:00 p.m.

Should a shareholder wish to bring one or two assistants to the General Meeting, this must be informed of in connection with the notice of attendance. Shareholders who hold their shares through nominees must, well in advance of August 30, 2012, request that such nominee temporarily registers the shares in the shareholder's name in order to be entitled to attend the General Meeting. Such registration must be completed with Euroclear Sweden AB on August 30, 2012.

### Number of Shares and Votes

At the time of publication of this notification, the total number of class A shares in the Company is 1,200,000, each representing 10 votes, corresponding to 12,000,000 votes, and the total number of class B shares in the Company is 42,409,586, each representing 1 vote, corresponding to 42,409,586 votes. Thus, at the time of issuance of this notification, there is a total of 43,609,586 shares and a total of 54,409,586 votes in the Company. The Company does not hold any of its own shares.

### Representatives

Shareholders represented by proxy shall issue a proxy for the representative. A proxy form is available at the Company's website [www.fingerprint.se](http://www.fingerprint.se) and will be sent free of cost to the shareholders who so request and state their address. Representatives of legal entities shall submit a certified copy of a registration certificate or similar documentation for the legal entity. Such registration certificate or similar documentation may not be issued more than one (1) year prior to the date of the General Meeting. The proxy in original, and, where applicable, the registration certificate or similar documentation, should be submitted to the above address well in advance of the General Meeting.

### Business at the General Meeting

#### Proposal for Agenda

- 1) Opening of the General Meeting;
- 2) Election of Chairman at the General Meeting;
- 3) Preparation and approval of voting list;
- 4) Approval of the agenda;
- 5) Election of two persons to approve the minutes;
- 6) Determination of whether the General Meeting has been duly convened;



- 7) Resolution on issue of share warrants and resolution on approval of transfer of share warrants, etcetera;
- 8) Cancellation of certain previously issued share warrants;
- 9) Closing of the General Meeting.

## Item 7 - The Board of Directors' proposal for resolution on issue of share warrants and approval of transfer of share warrants, etcetera

Shareholders jointly representing approximately 22 percent of the votes and 3 percent of the capital in the Company have declared that they support the Board of Directors' proposal for resolution on issue of share warrants under this Item. The proposal is essentially the following.

- A. The Board of Directors proposes that the Company shall issue a maximum of 4,818,000 share warrants. The right to subscribe for the share warrants shall, with deviation from the shareholders' preferential right, be allotted to Fingerprint Security System Databärare AB, reg. no 556239-5938 (the "Subsidiary"), a wholly owned subsidiary of the Company. Subscription must be completed no later than September 6, 2012. The share warrants will be issued without consideration. The Subsidiary shall transfer the share warrants according to what is stated in Item B below.

Each share warrant entitles its holder to subscribe for one new class B share in the Company. Subscription of shares in accordance with the terms and conditions of the share warrants may be made as from September 6, 2015 up to and including October 6, 2015. The subscription price will correspond to 250 percent of the quoted volume-weighted average purchase price for class B shares in the Company on NASDAQ OMX Stockholm from August 22, 2012 up to and including September 4, 2012. The increase in the Company's share capital upon full exercise of the share warrants will amount to SEK 963,600, and corresponds to a dilution of approximately 8.8 (9.4) percent of the total number of shares in the Company and approximately 7.3 (7.8) percent of the total number of votes in the Company considering the shares that can be issued upon full exercise of the previously issued share warrants and the share warrants which may be issued in accordance with this proposal for resolution. The dilution numbers within parenthesis are calculated with the exclusion of the share warrants that are proposed to be cancelled under item 8 of the agenda and the share warrants in the share warrant program 2010/2012 which expire on August 31, 2012 and which are not expected to be utilized for subscription of shares (the subscription price for a share is SEK 7.48).

The reason for deviation from the shareholders' preferential right is that the employees, by investing themselves, shall partake of and work for a positive value trend of the Company's share during the entire period covered by the proposed program, as well as to enable the Company to recruit competent and committed personnel.

- B. The Board of Directors proposes that the General Meeting approves the Subsidiary's transfer of share warrants on the following terms and conditions.

The following four categories shall be entitled to acquire share warrants from the Subsidiary:

Category	Maximum number of warrants/person	Maximum number of warrants to category
A (the CEO)	2 308 000	2 308 000
B (other senior executives, maximum 4 persons)	850 000	2 000 000
C (maximum 6 persons)	50 000	300 000
D (maximum 7 persons)	30 000	210 000



The right to acquire share warrants from the Subsidiary shall only be given persons who at the end of the application period have not been notified of termination of employment, or resigned. Allotment is conditional upon it being possible to legally implement the acquisition of share warrants, and that this according to the assessment of the Board of Directors can be done using reasonable administrative and financial resources. Application for acquisition of share warrants can be made as from August 22, 2012 up to and including September 4, 2012, and in lots corresponding to either the highest number of share warrants offered or reduced by lots of 1,000 share warrants. Allotment shall be made in full lots of share warrants and to the full number the person with the right to acquire has applied for, if not a reduction is made due to the number of applications exceeding the number of issued share warrants.

The share warrants shall be transferred on market terms at a price established on the basis of a market value calculated by an independent valuation institute using the Black & Scholes valuation model. The Company's Board of Directors may decide to cancel share warrants that are not transferred to employees and share warrants that have been re-purchased from employees. Cancellation shall be registered with the Swedish Companies Registration Office.

- C. The Board of Directors proposes that the General Meeting authorizes the Company's Board of Directors to implement the issue resolution in accordance with Item A above and to ensure that the Subsidiary's Board of Directors implements the transfer of the share warrants in accordance with Item B above. It is further proposed that the Board of Directors is authorized to make such minor adjustments to the General Meeting's resolution which may prove necessary in connection with registration of the share warrants with the Swedish Companies Registration Office and affiliation of the share warrants with Euroclear Sweden AB.

## Item 8 - Cancellation of certain previously issued share warrants

The Board of Directors proposes that the General Meeting decides to cancel in total 345,000 share warrants that are held by the Subsidiary:

- 105,000 share warrants from the share warrant program 2010:2; and
- 240,000 share warrants from the share warrant program 2011/2014.

The cancellation shall be registered with the Swedish Companies Registration Office.

## Majority requirement, etcetera

For a resolution in accordance with Item 7 to be valid, the resolution must be supported by shareholders representing at least nine-tenths of the votes cast and the shares represented at the General Meeting. A General Meeting in the Subsidiary must also approve the resolution on transfer in accordance with Item 7 B above.

## Documentation, etcetera

Complete proposals for the resolution and documentation in accordance with Chapter 14, Section 8 of the Swedish Companies Act (Sw. *aktiebolagslagen (2005:551)*) will be available at the Company's office and on the Company's website, [www.fingerprint.se](http://www.fingerprint.se), no later than from August 15, 2012. Copies of this documentation will automatically be sent to shareholders who have registered for the General Meeting and who have provided their postal address.

## Disclosures at the Meeting

If any shareholder so requests and the Board of Directors deems that it can be done without causing material harm to the Company, the Board of Directors and the CEO shall provide

# Press Release



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disclosures about circumstances that may affect the assessment of (i) an item on the agenda, or (ii) the Company's relationship to another group company.

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Gothenburg, August, 2012  
Fingerprint Cards AB (publ)  
*The Board of Directors*

**For further information, please contact:**

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Fingerprint Cards AB (publ), P.O. Box 2412, SE-403 16 Gothenburg, Sweden [www.fingerprints.com](http://www.fingerprints.com)  
Fingerprint Cards AB (FPC) is listed on Nasdaq OMX Stockholm (FING B) and has its head office in Gothenburg, Sweden.  
Fingerprint Cards AB (publ) discloses this information pursuant to the Swedish Securities Market Act (Sw. *lagen (2007:528) om värdepappersmarknaden*) and the Swedish Financial Instruments Trading Act (Sw. *lagen (1991:980) om handel med finansiella instrument*). The information was issued for publication on August 14, 2012, at 08:10 a.m.

**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.

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