



## **Articles of association for Zwipe AS: business reg. no.: 994 553 607**

**(as revised on 30 August 2021)**

### **§ 1 Company name**

The company name is Zwipe AS.

### **§ 2 Principal place of business**

The company's principal place of business is in the municipality of Oslo.

### **§ 3 Business**

Zwipe AS shall develop solutions providing safe, fast and simple identification of persons by means of biometry. The solutions may be used on various hardware platforms, such as card, phones, computers and any other equipment which may carry our solutions. The company may develop new solutions and will take part in investment, consulting and development activities as well as other activities in relevant markets.

### **§ 4 Share capital**

The company's share capital is NOK 3,698,268.50 divided into 36,982,685 shares, each with a par value of NOK 0.10.

The shares shall be registered in the Norwegian Central Securities Depository (VPS).

### **§ 5 Management**

The company's board of directors shall consist of between two (2) and nine (9) board members (directors) as resolved by the general meeting.

Each of the chairman of the board and the chief executive officer (severally and not jointly) as well as two board members jointly are authorised to sign on the company's behalf.

The board of directors may grant powers of procuration.

### **§ 6 The general meeting**

The annual general meeting shall be held each year by the end of June.

The annual general meeting shall transact and decide the following matters:

1. Adoption of the profit and loss account and balance sheet
2. Use of the profit or coverage of loss pursuant to the adopted balance sheet, and distribution of dividend
3. Election of the board of directors
4. Any other business that, by law, is to be transacted at the general meeting.

## **§ 7 Transfer of shares**

The shares shall be freely transferrable.

## **§ 8 Electronic communication with the company's shareholders**

The statutory requirements requiring that documents shall be sent to the shareholders shall not apply when the documents pertaining to the matters to be dealt with by the general meeting has been made available to the shareholders via the company's website. This also applies to documents which, according to law, shall be included in or enclosed the notice convening a general meeting. A shareholder may nonetheless require that the documents pertaining to the matters to be transacted at the general meeting are sent to him/her by regular mail. The company shall aim at sending notices and attachments, etc. relating to general meetings by e-mail to shareholders who have notified the company of their e-mail addresses.

## **§ 9 Nomination committee**

The company shall have a nomination committee appointed by the general meeting. The duties of the nomination committee are to issue a recommendation to the annual general meeting (and other general meetings) on who should be elected as members and deputy members of the board of directors and the nomination committee, and on the remuneration to these members.

## **§ 10 Notice period to the general meeting**

The notice period to the general meeting (annual and extraordinary) is 7 days.