Office translation. In case of discrepancies, the Norwegian original version shall prevail.

INNKALLING TIL
EKSTRAORDINÆR GENERALFORSAMLING
I
NEXT BIOMETRICS GROUP ASA
ORG.NR. 982 904 420

Ekstraordinær generalforsamling i NEXT Biometrics Group ASA ("**Selskapet**") holdes i Selskapets lokaler:

Tid: 26. august 2026 kl. 17:00

Sted: Stortorvet 7, 0155 Oslo

Generalforsamlingen vil bli åpnet av styrets leder, Tove Kristin Giske.

Styret foreslår følgende dagsorden:

1 VALG AV MØTELEDER

Styret foreslår at generalforsamlingen velger Henrik A. Christensen til møteleder.

2 GODKJENNELSE AV INNKALLING OG DAGSORDEN

Styret foreslår at generalforsamlingen godkjenner innkallingen og dagsorden.

3 VALG AV EN PERSON TIL Å MEDUNDERTEGNE PROTOKOLLEN

Styret foreslår at generalforsamlingen velger Lars Bakklund til å undertegne protokollen sammen med møtelederen.

4 KONVERTIBELT LÅN

Som annonsert av Selskapet den 1. juli 2026, har styret gjennomført en strategisk og operasjonell gjennomgang av Selskapet, og det er nødvendig med ytterligere finansiering for Selskapet for å kunne opprettholde forsvarlig drift av Selskapet. Styret har vurdert flere alternativer for å løse Selskapets kortsiktige likviditetsbehov.

Som annonsert 31. juli 2026, har styret på vegne av Selskapet forhandlet frem og inngått en avtale om konvertibelt lån etter allmennaksjeloven kap. 11 på totalt NOK 12 millioner med Valset Invest AS, Edgewater AS, Camaca AS, Cryptic AS, Intelco Concept AS, Ulf Ritsvall, Skaug Holding AS, Camiko AS og Haas AS, betinget av generalforsamlingens godkjennelse. Den 5. august 2026 inngikk Selskapet en tilsvarende avtale om

NOTICE OF
EXTRAORDINARY GENERAL MEETING
OF
NEXT BIOMETRICS GROUP ASA
REG. NO. 982 904 420

The extraordinary general meeting of NEXT Biometrics Group ASA (the "**Company**") is held at the premises of the Company:

Time: 26 August 2026 at 17:00 hours (CEST)

Place: Stortorvet 7, 0155 Oslo

The general meeting will be opened by the chair of the board of directors, Tove Kristin Giske.

The board of directors proposes the following agenda:

1 ELECTION OF A PERSON TO CHAIR THE MEETING

The board of directors proposes that the general meeting elects Henrik A. Christensen to chair the meeting.

2 APPROVAL OF THE NOTICE AND THE AGENDA

The board of directors proposes that the general meeting approves the notice and the agenda.

3 ELECTION OF A PERSON TO CO-SIGN THE MINUTES

The board of directors proposes that the general meeting elects Lars Bakklund to sign the minutes together with the chair of the meeting.

4 CONVERTIBLE LOAN

As announced by the Company on 1 July 2026, the board of directors has completed a strategic and operational review of the Company, and additional financing is required for the Company in order to maintain operations as a going concern. The board of directors has explored several alternatives to solve the Company's short-term liquidity needs.

As announced on 31 July 2026, the board of directors has, on behalf of the Company, negotiated and entered into a convertible loan agreement pursuant to chapter 11 of the Norwegian Public Limited Liability Companies Act in the total amount of NOK 12 million with Valset Invest AS, Edgewater AS, Camaca AS, Cryptic AS, Intelco Concept AS, Ulf Ritsvall, Skaug Holding AS, Camiko AS, and Haas AS, conditional upon approval konvertibelt lån på totalt NOK 1 million med Selaco AS og U-Turn Ventures AS, på samme vilkårene, som også er betinget av generalforsamlingens godkjennelse. Ovennevnte långivere omtales samlet som "Långiverne", og de konvertible lånene på til sammen NOK 13 millioner omtales som det "**Konvertible Lånet**"). Långiverne skal utbetale det Konvertible Lånet til Selskapet innen 9. august 2026. Dersom generalforsamlingen ikke godkjenner det Konvertible Lånet, har Selskapet plikt til å tilbakebetale det utbetalte beløpet til långiverne uten renter. Avtalen om det Konvertible Lånet er inntatt i denne innkallingen som Vedlegg 2.

Styret bemerker at generalforsamlingen den 19. mai 2026 vedtok å gi styret fullmakt til å oppta konvertible lån. Fullmakten dekker imidlertid ikke et konvertibelt lån i tråd med de vilkårene som Selskapet nå ønsker.

Det Konvertible Lånet innebærer at aksjeeiernes fortrinnsrett til tegning og tildeling av de nye aksjene fravikes, jf. allmennaksjeloven § 10-4 jf. § 10-5. Som følge av Selskapets behov for finansiering i løpet av juli for å kunne opprettholde forsvarlig drift, er det ikke mulig for Selskapet å innhente den nødvendige kapitalen gjennom en fortrinnsrettsemisjon som ville kreve utarbeidelse og offentliggjøring av prospekt og en tegningsperiode på to uker. Sett hen til Selskapets tidskritiske behov for kapital for å fortsette sin løpende virksomhet, mangelen på alternative finansieringsmuligheter, og det faktum at det Konvertible Lånet gir umiddelbar tilgang til likviditet, er styret av den oppfatning at fravikelsen av aksjeeiernes fortrinnsrett er i samsvar med kravene i allmennaksjeloven og likebehandlingsreglene i verdipapirhandelloven, og er i Selskapets og aksjeeiernes felles interesse.

På denne bakgrunn, foreslår styret at generalforsamlingen fatter følgende vedtak:

(i) *Det skal opptas et konvertibelt lån med pålydende verdi på NOK 13.000.000 der långiverne får rett til å kreve utstedt aksjer i Selskapet mot at lånebeløpet inkludert renter benyttes til motregning. Lånet skal ha en rente på 12 %.*

(ii) *Lånet er tegnet av Valset Invest AS (NOK 4.000.000), Edgewater AS (NOK 2.500.000), Haas AS (NOK 2.000.000), Camaca AS (NOK 1.000.000), Intelco*

by the general meeting. On 5 August 2026, the Company entered into a similar convertible loan agreement in the total amount of NOK 1 million with Selaco AS and U-Turn Ventures AS, on the same terms, which is also conditional upon approval by the general meeting. The above-mentioned lenders are collectively referred to as the "Lenders", and the convertible loans totaling NOK 13 million are referred to as the "**Convertible Loan**"). The Lenders shall disburse the Convertible Loan to the Company by 9 August 2026. If the general meeting does not approve the Convertible Loan, the Company has an obligation to repay the disbursed amount to the lenders without interest. The Convertible Loan agreement is enclosed with this notice as Appendix 2.

The board of directors notes that on 19 May 2026, the general meeting resolved to grant the board of directors an authorisation to take up convertible loans. The authorisation does not, however, cover a convertible loan on the terms that the Company now wishes to obtain.

The Convertible Loan entails that the shareholders' preferential rights to subscribe for and be allocated the new shares are waived, cf. Section 10-4 cf. Section 10-5 of the Norwegian Public Limited Liability Companies Act. Due to the Company's need for financing during July in order to be able to operate as a going concern, it is not possible for the Company to raise the required capital through a rights issue that would require the preparation and publication of a prospectus and a two-week subscription period. Having regard to the Company's time-sensitive need for cash to continue its ongoing operations, its lack of alternative financing options, and the fact that the Convertible Loan offers immediate access to liquidity, the board of directors is of the opinion that the deviation from the shareholders' preferential rights is in compliance with the requirements of the Norwegian Public Limited Liability Companies Act and the equal treatment provisions under the Norwegian Securities Trading Act, and is in the common interest of the Company and its shareholders.

On this basis, the board of directors proposes that the general meeting adopts the following resolution:

(i) *A convertible loan of NOK 13,000,000 shall be raised. The lenders shall have the right to request the issuance of shares by the Company against setting off the loan amount and accrued interests. The loan shall accrue interest at the rate of 12%.*

(ii) *The loan is subscribed for by Valset Invest AS (NOK 4,000,000), Edgewater AS (NOK 2,500,000), Haas AS (NOK 2,000,000), Camaca AS (NOK 1,000,000), Intelco Concept*

Concept AS (NOK 750.000), Camiko AS (NOK 750.000), Selaco AS (NOK 600.000), Cryptic AS (NOK 500.000), U-Turn Ventures AS (NOK 400.000), Ulf Anders Ritsvall (NOK 250.000) og Skaug Holding AS (NOK 250.000). Aksjeeiernes fortrinnsrett til tegning i henhold til allmennaksjeloven § 11-4 fravikes.

(iii) Lånet ble tegnet den 31. juli og 5. august 2026.

(iv) Lånet skal utbetales til Selskapets konto innen 9. august 2026. Lånet kan benyttes av Selskapet før det er registrert i Foretaksregisteret. Dersom generalforsamlingen ikke godkjenner lånet, har Selskapet plikt til å tilbakebetale det utbetalte beløpet til långiverne uten renter.

(v) Konverteringskursen per aksje skal være NOK 0,10.

(vi) Lånet (inkludert påløpte renter) skal konverteres til aksjer i Selskapet til konverteringskursen på forfallsdatoen, med mindre långiveren har levert skriftlig melding til Selskapet senest 10 handelsdager før forfallsdatoen om at långiveren ønsker kontant tilbakebetaling i stedet for aksjer. Forfallsdatoen er tre måneder etter utbetaling av lånet.

(vii) Tegningsretten kan ikke skilles fra lånet eller utnyttes uavhengig av det, jf. allmennaksjeloven § 11-2 andre ledd nr. 13.

(viii) Ved konvertering vil långiverne motta det antall aksjer som blir resultatet når man deler den delen av lånebeløpet (inkludert renter) som konverteres med konverteringskursen. Hvis beløpet som konverteres ikke lar seg fullt ut deles på konverteringskursen, skal antallet aksjer som skal utstedes rundes ned til nærmeste hele aksje.

(ix) De nye aksjene gir fulle aksjonærrettigheter, herunder rett til utbytte, fra og med tidspunktet kapitalforhøyelsen tilknyttet utstedelsen av de nye aksjene ved konvertering av lånet er registrert i Foretaksregisteret.

(x) De nærmere betingelser for lånet skal være overensstemmende med vilkårene i låneavtalen.

AS (NOK 750,000), Camiko AS (NOK 750,000), Selaco AS (NOK 600,000), Cryptic AS (NOK 500,000), U-Turn Ventures AS (NOK 400,000), Ulf Anders Ritsvall (NOK 250,000), and Skaug Holding AS (NOK 250,000). The shareholders' preferential right in accordance with Section 11-4 of the Norwegian Public Limited Liability Companies Act is deviated from.

(iii) The loan was subscribed for on 31 July and 5 August 2026.

(iv) The loan shall be paid to the Company's account by 9 August 2026. The Company may use the proceeds from the loan prior to the time of registration in the Norwegian Register of Business Enterprises. If the general meeting does not approve the loan, the Company has an obligation to repay the disbursed amount to the lenders without interest.

(v) The conversion price per share shall be NOK 0.10.

(vi) The loan (including all accrued interest) shall convert into new shares in the Company at the conversion price on the maturity date, unless a lender has delivered a written notice to the Company no later than 10 trading days prior to the maturity date stating that such lender elects to receive repayment in cash instead of shares. The maturity date is three months after disbursement of the loan.

(vii) The subscription right may not be separated from the loan or exercised independently of it, cf. Section 11-2, second paragraph, no. 13 of the Norwegian Public Limited Liability Companies Act.

(viii) Upon conversion, the lenders will receive the number of shares resulting from dividing the part of the loan amount (including accrued interest) being converted by the conversion price. If the amount cannot be divided by the conversion price, the number of shares to be issued shall be rounded down to the nearest whole share.

(ix) The new shares give full shareholder rights in the Company, including the right to dividend, from the time the share capital increase related to the issuance of new shares by conversion of the loan is registered with the Norwegian Register of Business Enterprises.

(x) The further terms and conditions of the loan shall be in accordance with the terms and the conditions set out in the loan agreement.

(xi) *Långiverne skal ikke ha noen spesielle rettigheter ved kapitalforhøyelse, kapitalnedsettelse, opptak av nye konvertible lån, oppløsning, fusjon, fisjon eller omdanning.*

(xi) *The lenders shall not have any special rights in the event of a share capital increase, share capital reduction, raising of new convertible loans, liquidation, merger, demerger or conversion.*

5 GODTGJØRELSE TIL STYRETS MEDLEMMER

5 REMUNERATION TO THE MEMBERS OF THE BOARD OF DIRECTORS

5.1 Bakgrunn

Forslagene som gjaldt godtgjørelse til styrets medlemmer ble trukket av styret på den ordinære generalforsamlingen avholdt 19. mai 2026 for å gi valgkomiteen mulighet til å vurdere styrets godtgjørelse i lys av styrets nye sammensetning. Reviderte forslag er derfor fremlagt til behandling på denne ekstraordinære generalforsamlingen.

5.1 Background

The proposals regarding remuneration to the members of the board of directors were withdrawn by the board of directors at the annual general meeting held on 19 May 2026 in order to allow the nomination committee to consider the board remuneration in light of the new composition of the board of directors. The revised proposals are therefore submitted for consideration at this extraordinary general meeting.

5.2 Kontanthonorar til styrets medlemmer

Valgkomiteen har i sin innstilling til generalforsamlingen foreslått at styret skal motta følgende kontanthonorar for perioden fra den ordinære generalforsamlingen i 2026 til den ordinære generalforsamlingen i 2027:

- Styrets leder: NOK 500.000
- Styremedlemmer: NOK 200.000 hver

På denne bakgrunn foreslås det at generalforsamlingen treffer følgende vedtak:

"Valgkomiteens forslag om kontanthonorar til medlemmene av styret godkjennes."

For mer informasjon vises det til valgkomiteens innstilling som er tilgjengelig på Selskapets nettside www.nextbiometrics.com.

5.2 Cash remuneration to the members of the board of directors

The nomination committee has in its recommendation to the general meeting proposed that the board of directors shall receive the following cash remuneration for the period from the annual general meeting in 2026 to the annual general meeting in 2027:

- Chair of the board: NOK 500,000
- Board members: NOK 200,000 each

On this background, it is proposed that the general meeting adopts the following resolution:

"The nomination committee's proposal for cash remuneration for the members of the board of directors is approved."

For more information, reference is made to the recommendation from the nomination committee which is made available at the Company's website www.nextbiometrics.com.

5.3 Tildeling av opsjoner til styrets medlemmer

Som en del av den totale godtgjørelsen til styret, har valgkomiteen i sin innstilling til generalforsamlingen foreslått at medlemmer av styret skal bli tildelt opsjoner i Selskapet.

Valgkomiteen foreslår at totalt 15.000.000 nye opsjoner skal tildeles, fordelt på 5.000.000 opsjoner til styrets leder, og 5.000.000 opsjoner til hvert av styremedlemmene.

Opsjonene skal tildeles på følgende vilkår:

5.3 Grant of options to the members of the board of directors

As part of the total remuneration to the board of directors, the nomination committee has in its recommendation to the general meeting proposed that the members of the board of directors shall be granted share options in the Company.

The nomination committee proposes that a total of 15,000,000 new share options are granted, divided into 5,000,000 share options to the chairperson of the board and 5,000,000 share options to each of the board members.

The share options shall be granted on the following terms:

- Hver opsjon gir innehaveren rett til én aksje i Selskapet.
- Utøvelsesprisen for opsjonene skal være NOK 0,20 per aksje.
- 50 prosent av de nye opsjonene vil opptjenes den 30. september 2026 og de resterende 50 prosent vil opptjenes på datoen for den ordinære generalforsamlingen i 2027.
- Forfallsdatoen for alle opptjente opsjoner er datoen som faller 24 måneder etter tildelingsdatoen. Alle opsjoner som ikke er utøvd på eller før denne datoen vil bortfalle.
- Opptjeningsperioden for opsjonene er betinget av at vedkommende er medlem av styret på opptjeningstidspunktet, noe som innebærer at opsjoner som ikke er opptjent vil bortfalle uten kompensasjon til innehaveren dersom styremedlemmet slutter som styremedlem. Opsjoner som er opptjent skal imidlertid ikke bortfalle uten kompensasjon før utløpsperioden for opsjonene.
- Styremedlemmer som avsettes ved vedtak av generalforsamlingen eller som ikke gjenvelges vil beholde sine opptjente opsjoner, mens ikke-opptjente opsjoner vil bortfalle.

Tildeling av opsjoner til styret innebærer en fravikelse av punkt 11 i retningslinjene under Norsk utvalg for eierstyring og selskapsledelse (NUES). Avviket begrunnes i den situasjonen Selskapet er i, og betydningen av å motivere styrets medlemmer til den videre utviklingen av Selskapet og dets virksomhet. Styremedlemmenes deltakelse i opsjonsprogrammet er ikke ansett for å påvirke deres uavhengighet. Tildeling av opsjoner til styret utgjør en ytterligere godtgjørelse til kontanthonoraret som er foreslått under punkt 5.2.

På denne bakgrunn foreslås det at generalforsamlingen treffer følgende vedtak:

"Valgkomiteens forslag om tildeling av nye opsjoner til styrets medlemmer samt vilkårene for tildelingen godkjennes."

For mer informasjon vises det til valgkomiteens innstilling som er tilgjengelig på Selskapets nettside www.nextbiometrics.com. Det vises også til styrets retningslinjer for lønn og annen godtgjørelse til ledende

- 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 NOK 0.20 per share.
- 50 percent of the new share options will vest on 30 September 2026 and the remaining 50 percent will vest on the date of the annual general meeting in 2027.
- The date of expiry for all vested options is the date falling 24 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.
- 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.

Grant of options to the board of directors implies a deviation from Section 11 of the Norwegian Code of Practice for Corporate Governance (NUES). The deviation is justified by the situation the Company is in, and thereby the importance of motivating the board members for the continued development of the Company and its operations. The board members' participation in the option program is not considered to interfere with their independence. Grant of share options constitutes an additional remuneration to the proposed cash remuneration under item 5.2.

On this background, it is proposed that the general meeting adopts the following resolution:

"The nomination committee's proposal to grant new share options to the members of the board of directors and the terms for such grant is approved."

For more information, reference is made to the recommendation from the nomination committee which is made available at the Company's website www.nextbiometrics.com. Reference is also made to the board personer, tilgjengelig på Selskapets nettside, som også innehar informasjon om opsjonsprogrammet.

5.4 Godtgjørelse til medlemmer av underkomiteer til styret

Valgkomiteen har i sin innstilling til generalforsamlingen foreslått at det ikke skal utbetales særskilt godtgjørelse til medlemmer av underkomiteer til styret, herunder revisjonsutvalget og kompensasjonsutvalget for perioden fra den ordinære generalforsamlingen i 2026 til den ordinære generalforsamlingen i 2027.

For mer informasjon vises det til valgkomiteens innstilling som er tilgjengelig på Selskapets nettside www.nextbiometrics.com.

På denne bakgrunn foreslås det at generalforsamlingen treffer følgende vedtak:

"Valgkomiteens forslag om at medlemmene av underkomiteer ikke skal tilkjennes godtgjørelse for perioden fra den ordinære generalforsamlingen i 2026 til den ordinære generalforsamlingen i 2027 godkjennes."

6 GODTGJØRELSE TIL VALGKOMITEENS MEDLEMMER

Forslaget som gjaldt godtgjørelse til valgkomiteens medlemmer ble trukket av styret på den ordinære generalforsamlingen avholdt 19. mai 2026. Det reviderte forslaget er derfor fremlagt til behandling på denne ekstraordinære generalforsamlingen.

Valgkomiteen har i sin innstilling til generalforsamlingen foreslått at valgkomiteens medlemmer skal motta følgende honorar for perioden fra den ordinære generalforsamlingen i 2026 og frem til den ordinære generalforsamlingen i 2027:

- Leder: NOK 30.000
- De øvrige medlemmene tilkjennes ikke godtgjørelse i perioden

På denne bakgrunn foreslås det at generalforsamlingen treffer følgende vedtak:

"Valgkomiteens forslag om godtgjørelse til medlemmene av valgkomiteen godkjennes."

of directors' guidelines on salary and other remuneration for senior executives, available on the Company's website, which also sets out information about the option program.

5.4 Remuneration to the members of board committees

The nomination committee has in its recommendation to the general meeting proposed that no separate remuneration shall be paid to the members of board committees, including the audit committee and the remuneration committee for the period from the annual general meeting in 2026 to the annual general meeting in 2027.

For more information, reference is made to the recommendation from the nomination committee which is made available at the Company's website www.nextbiometrics.com.

On this background, it is proposed that the general meeting adopts the following resolution:

"The nomination committee's proposal that no member of board committees shall be granted remuneration for the period from the annual general meeting in 2026 to the annual general meeting in 2027 is approved."

6 REMUNERATION TO THE MEMBERS OF THE NOMINATION COMMITTEE

The proposal regarding remuneration to the members of the nomination committee were withdrawn by the board of directors at the annual general meeting held on 19 May 2026. The revised proposal is therefore submitted for consideration at this extraordinary general meeting.

The nomination committee has in its recommendation to the general meeting proposed that the general meeting adopts the following resolution regarding the remuneration payable to the members of the nomination committee for the period from the annual general meeting in 2026 to the annual general meeting in 2027:

- Chairperson: NOK 30,000
- The other members are not awarded remuneration for this period

On this background, it is proposed that the general meeting adopts the following resolution:

"The nomination committee's proposal for remuneration for the members of the nomination committee is approved."

For mer informasjon vises det til valgkomiteens innstilling som er tilgjengelig på Selskapets nettside www.nextbiometrics.com.

For more information, reference is made to the recommendation from the nomination committee which is made available at the Company's website www.nextbiometrics.com.

7 FULLMAKTER TIL STYRET – DEL 1

7.1 Bakgrunn

Selskapet forventer et finansieringsbehov i forbindelse med utviklingen av neste generasjons Anywhere-on-Display-teknologi, løpende driftskostnader og pågående restrukturering i Selskapets tradisjonelle virksomhet fremover, og for at Selskapet skal ha mulighet til å innhente kapital på en effektiv måte, foreslås det at styret gis fullmakter til å forhøye aksjekapitalen og oppta konvertible lån, hver fullmakt med inntil NOK 3.099.302,10 (beløpet som representerer 50 % av den registrerte aksjekapitalen i Selskapet).

For å gi best mulig fleksibilitet foreslår styret også at de ulike fullmaktene fornyes i to runder.

De foreslåtte fullmaktene under punkt 7.2 og 7.3 nedenfor er beregnet ut fra dagens aksjekapital. For å ta høyde for fremtidige kapitalforhøyelser, vil styret under punkt 8 foreslå at styret også blir tildelt de samme fullmaktene som er foreslått i dette punkt 7, likevel slik at størrelsen på disse fullmaktene skal justeres i henhold til aksjekapitalen på det tidspunktet fullmaktene blir registrert. Forslaget er nærmere beskrevet under agendapunkt 8 nedenfor.

7.2 Generell fullmakt til kapitalforhøyelse

Styret foreslår at de tildeles en generell fullmakt til å øke aksjekapitalen i Selskapet som benyttes til å blant annet (i) å gjennomføre egenkapitaltransaksjoner for å styrke Selskapets finansielle stilling, finansiering av Selskapets drift, videre utvikling av neste generasjons Anywhere-on-Display-teknologi og pågående restrukturering i Selskapets tradisjonelle virksomhet, (ii) for å kunne utstede aksjer i forbindelse med oppgjør av Selskapets forpliktelser og (iii) gjennomføring av Selskapets opsjonsprogrammer for nåværende og tidligere ansatte, konsulenter og styret. Det er styrets oppfatning at det er i både Selskapets og aksjeeiernes interesse å sikre styret nødvendig fleksibilitet til dette.

7 AUTHORISATIONS TO THE BOARD OF DIRECTORS – PART 1

7.1 Background

The Company expects a financing need in connection with the development of its next-generation Anywhere-on-Display technology, running operating expenses and ongoing restructuring in the legacy business of the Company going forward, and to be able to obtain capital in an efficient manner, it is proposed that the board of directors is granted authorisations to increase the share capital and to take up convertible loans, each authorisation with up to NOK 3,099,302.10 (the amount representing 50% of the registered share capital in the Company).

To provide the best possible flexibility, the board of directors proposes that the authorisations are renewed in two rounds.

The proposed authorisations under items 7.2 and 7.3 below are calculated based on the current share capital. In order to take into account future share capital increases, the board of directors will under item 8 propose that the board of directors also is granted the same authorisations as proposed under this item 7, however such that the size of these authorisations shall be adjusted in accordance with the share capital at the point in time the authorisations are registered. The proposal is further described under agenda item 8 below.

7.2 General authorisation to increase the share capital

The board of directors proposes that it is granted a general authorisation to increase the share capital in the Company which may be used inter alia to (i) facilitate equity capital transactions for the purpose of strengthening the Company's financial position, financing of the Company's operations, further development of its next-generation Anywhere-on-Display technology and ongoing restructuring in the legacy business of the Company, (ii) to issue new shares in connection with settlement of the Company's obligations and (iii) implementation of the Company's option programs for current and former employees, consultants and the board of directors. The board of directors is of the view that it is in both the Company's and the shareholders' interest to make sure that the board of directors has the required flexibility for this.

Selskapet har siden 2005 hatt langsiktige opsjonsprogram for ansatte og konsulenter med det formål å gi insentiv til eksisterende ansatte og konsulenter, samt som ledd i å rekruttere nye ansatte og konsulenter.

For å kunne utnytte fullmakten på best mulig måte, foreslås det også at styret gis fullmakt til å fravike aksjeeiernes fortrinnsrett til tegning og tildeling av nye aksjer ved bruk av fullmakten.

Styret foreslår at generalforsamlingen fatter følgende vedtak:

(i) *"I henhold til allmennaksjeloven § 10-14 gis styret fullmakt til å forhøye Selskapets aksjekapital, i én eller flere omganger, med inntil NOK 3.099.302,10 (beløpet som representerer 50 % av aksjekapitalen i Selskapet).*

(ii) *Aksjeeiernes fortrinnsrett til de nye aksjer etter allmennaksjeloven §§ 10-4 og 10-5 kan fravikes.*

(iii) *Fullmakten omfatter kapitalforhøyelse mot innskudd i andre eiendeler enn penger mv. etter allmennaksjeloven § 10-2.*

(iv) *Fullmakten omfatter ikke kapitalforhøyelse ved fusjon etter allmennaksjeloven § 13-5.*

(v) *Fullmakten gjelder frem til Selskapets ordinære generalforsamling i 2027, likevel ikke lenger enn til og med 30. juni 2027.*

(vi) *Fra tidspunktet for registrering i Foretaksregisteret erstatter denne fullmakten (i) den tidligere fullmakten til å forhøye aksjekapitalen med NOK 1.419.721, som ble gitt i ordinær generalforsamling 19. mai 2026 og (ii) den tidligere fullmakten til å forhøye aksjekapitalen med NOK 675.455 i forbindelse med Selskapets opsjonsprogram, som ble gitt på ordinær generalforsamling 19. mai 2026."*

7.3 Fullmakt til opptak av konvertibelt lån

På ordinær generalforsamling den 19. mai 2026, ble styret tildelt en fullmakt til å ta opp konvertible lån for å gi Selskapet mulighet til å benytte slike finansielle instrumenter som en

Since 2005, the Company has had long-term option programs for employees and consultants with the purpose of incentivising existing employees and consultants, as well as a means to recruit new employees and consultants.

In order to utilise the authorisation in the best possible manner, it is proposed that the board of directors is authorised to deviate from the shareholders' preferential right to subscribe for and be allotted new shares when using the authorisation.

The board of directors proposes that the general meeting adopts the following resolution:

(i) *"Pursuant to section 10-14 of the Norwegian Public Limited Liability Companies Act, the board of directors is granted an authorisation to increase the Company's share capital, on one or more occasions, by up to NOK 3,099,302.10 (the amount representing 50% of the Company's share capital).*

(ii) *The shareholders' preferential right to the new shares pursuant to Sections 10-4 and 10-5 of the Norwegian Public Limited Liability Companies Act may be deviated from.*

(iii) *The authorisation comprises share capital increase against non-cash contributions etc., cf. section 10-2 of the Norwegian Public Limited Liability Companies Act.*

(iv) *The authorisation does not comprise share capital increase in connection with mergers pursuant to section 13-5 of the Norwegian Public Limited Liability Companies Act.*

(v) *The authorisation is valid until the Company's annual general meeting in 2027, but no longer than to and including 30 June 2027.*

(vi) *From the time of registration in the Norwegian Register of Business Enterprises, this authorisation replaces (i) the previous authorisation to increase the share capital by NOK 1,419,721, given to the board of directors in the annual general meeting held on 19 May 2026 and (ii) the previous authorisation to increase the share capital by NOK 675,455 in connection with the Company's option program, given at the annual general meeting held on 19 May 2026."*

7.3 Authorisation to take up convertible loans

At the annual general meeting on 19 May 2026, the board of directors was granted an authorisation to take up convertible loans to enable the Company to make use of such financial del av sin samlede finansiering, og uten å måtte gå veien om en generalforsamling for dette.

Opptak av konvertible lån vil kunne skje i transaksjoner der det er hensiktsmessig at aksjeeiernes fortrinnsrett fravikes, og styret foreslår derfor at fullmakten gir rom for dette.

Styret foreslår at generalforsamlingen fatter følgende vedtak:

(i) *"I henhold til allmennaksjeloven § 11-8 gis styret fullmakt til å treffe beslutning om opptak av ett eller flere konvertible lån med samlet hovedstol på til sammen inntil NOK 30.000.000.*

(ii) *Ved konvertering av lån tatt opp i henhold til denne fullmakten, kan Selskapets aksjekapital forhøyes med inntil NOK 3.099.302,10 (beløpet som representerer 50 % av aksjekapitalen i Selskapet).*

(iii) *Eksisterende aksjeeieres fortrinnsrett etter allmennaksjeloven § 11-4, jf. §§ 10-4 og 10-5 kan fravikes.*

(iv) *Fullmakten gjelder frem til Selskapets ordinære generalforsamling i 2027, likevel ikke lenger enn til og med 30. juni 2027.*

(v) *Fra tidspunktet for registrering i Foretaksregisteret erstatter denne fullmakten den tidligere fullmakten til å oppta ett eller flere konvertible lån med samlet hovedstol på inntil NOK 20.000.000, som ble gitt på ordinær generalforsamling 19. mai 2026."*

8 FULLMAKTER TIL STYRET – DEL 2

8.1 Bakgrunn

Som nevnt under punkt 7.1 ovenfor, foreslår styret at det også tas høyde for fremtidige kapitalforhøyelser, og dermed at styret også blir tildelt tilsvarende styrefullmakter som er foreslått under agendapunkt 7, med den justeringen at fullmaktenes størrelse beregnes ut fra en fremtidig aksjekapital og at fullmaktene under dette punkt 8 ikke registreres i Foretaksregisteret før hele eller deler av fullmaktene under punkt 7 er benyttet.

instruments as part of its overall financing capability, and without having to convene a general meeting.

The issuance of convertible loans may occur in transactions where it is appropriate to deviate from the shareholders' preferential rights, and the board of directors therefore proposes that the authorisation allows such deviation.

The board of directors proposes that the general meeting adopts the following resolution:

(i) *"Pursuant to the Norwegian Public Limited Liability Companies Act section 11-8 the board of directors is granted authorisation to issue one or several convertible loans with an aggregate principal of up to NOK 30,000,000.*

(ii) *In connection with the conversion of any loan issued by the use of this authorisation, the Company's share capital may be increased by up to NOK 3,099,302.10 (the amount representing 50% of the Company's share capital).*

(iii) *The existing shareholders' preference rights pursuant to section 11-4, cf. sections 10-4 and 10-5 of the Norwegian Public Limited Liability Companies Act may be deviated from.*

(iv) *The authorisation is valid until the Company's annual general meeting in 2027, but no longer than to and including 30 June 2027.*

(v) *From the time of registration in the Norwegian Register of Business Enterprises, this authorisation replaces the previous authorisation to issue one or several convertible loans with an aggregate principal of up to NOK 20,000,000 given to the board of directors in the annual general meeting held on 19 May 2026."*

8 AUTHORISATIONS TO THE BOARD OF DIRECTORS – PART 2

8.1 Background

As mentioned under item 7.1 above, the board of directors proposes that future share capital increases are taken into account, and thus that the board of directors is granted equal board authorisations as proposed under agenda item 7 above, with the adjustment that the size of the authorisations is calculated based on a future share capital, and that the authorisations under this item 8 are not registered in the Norwegian Register of Business Enterprises prior to the whole or parts of the authorisations under item 7 being utilised.

Bakgrunnen for dette er at allmennaksjeloven § 10-14 (3) begrenser den totale størrelsen av styrefullmakter til å forhøye aksjekapitalen til halvdelen av Selskapets aksjekapital på den tid da styrefullmakten blir registrert og videre at allmennaksjeloven § 11-8 har samme begrensning når det gjelder styrefullmakt til å oppta konvertible lån.

This is due to section 10-14 (3) of the Norwegian Public Limited Liability Companies Act, which limits the total amount of board authorisations to increase the share capital to half of the Company's share capital at the time the board authorisation is registered, and further that section 11-8 of the Norwegian Public Limited Liability Companies Act has the same limitation with regard to board authorisations to take up convertible loans.

8.2 Generell fullmakt til kapitalforhøyelse

8.2 General authorisation to increase the share capital

Styret foreslår at de tildeles en generell fullmakt til å øke aksjekapitalen i Selskapet som benyttes til å blant annet (i) å gjennomføre egenkapitaltransaksjoner for å styrke Selskapets finansielle stilling, finansiering av Selskapets drift, videre utvikling av neste generasjons Anywhere-on-Display-teknologi og pågående restrukturering i Selskapets tradisjonelle virksomhet, (ii) for å kunne utstede aksjer i forbindelse med oppgjør av Selskapets forpliktelser og (iii) gjennomføring av Selskapets opsjonsprogrammer for nåværende og tidligere ansatte, konsulenter og styret. Det er styrets oppfatning at det er i både Selskapets og aksjeeiernes interesse å sikre styret nødvendig fleksibilitet til dette.

The board of directors proposes that it is granted a general authorisation to increase the share capital in the Company which may be used inter alia to (i) facilitate equity capital transactions for the purpose of strengthening the Company's financial position, financing of the Company's operations, further development of its next-generation Anywhere-on-Display technology and ongoing restructuring in the legacy business of the Company, (ii) to issue new shares in connection with settlement of the Company's obligations and (iii) implementation of the Company's option programs for current and former employees, consultants and the board of directors. The board of directors is of the view that it is in both the Company's and the shareholders' interest to make sure that the board of directors has the required flexibility for this.

Selskapet har siden 2005 hatt langsiktige opsjonsprogram for ansatte og konsulenter med det formål å gi insentiv til eksisterende ansatte og konsulenter, samt som ledd i å rekruttere nye ansatte og konsulenter.

Since 2005, the Company has had long-term option programs for employees and consultants with the purpose of incentivising existing employees and consultants, as well as a means to recruit new employees and consultants.

For å kunne utnytte fullmakten på best mulig måte, foreslås det også at styret gis fullmakt til å fravike aksjeeiernes fortrinnsrett til tegning og tildeling av nye aksjer ved bruk av fullmakten.

In order to utilise the authorisation in the best possible manner, it is proposed that the board of directors is authorised to deviate from the shareholders' preferential right to subscribe for and be allotted new shares when using the authorisation.

Styret foreslår at generalforsamlingen fatter følgende vedtak:

The board of directors proposes that the general meeting adopts the following resolution:

(i) "I henhold til allmennaksjeloven § 10-14 gis styret fullmakt til å forhøye Selskapets aksjekapital, i én eller flere omganger, med inntil det laveste av (a) NOK 11.148.953,15 og (b) 50 % av Selskapets aksjekapital på den tiden fullmakten registreres.

(ii) Aksjeeiernes fortrinnsrett til de nye aksjer etter allmennaksjeloven §§ 10-4 og 10-5 kan fravikes.

(i) "Pursuant to section 10-14 of the Norwegian Public Limited Liability Companies Act, the board of directors is granted an authorisation to increase the Company's share capital, on one or more occasions, by up to the lower of (a) NOK 11,148,953.15 and (b) 50% of the Company's share capital at the time the authorisation is registered.

(ii) The shareholders' preferential right to the new shares pursuant to Sections 10-4 and 10-5 of the Norwegian Public Limited Liability Companies Act may be deviated from.

(iii)	*Fullmakten omfatter kapitalforhøyelse mot innskudd i andre eiendeler enn penger mv. etter allmennaksjeloven § 10-2.*	*(iii)*	*The authorisation comprises share capital increase against non-cash contributions etc., cf. section 10-2 of the Norwegian Public Limited Liability Companies Act.*
(iv)	*Fullmakten omfatter ikke kapitalforhøyelse ved fusjon etter allmennaksjeloven § 13-5.*	*(iv)*	*The authorisation does not comprise share capital increase in connection with mergers pursuant to section 13-5 of the Norwegian Public Limited Liability Companies Act.*
(v)	*Fullmakten gjelder frem til Selskapets ordinære generalforsamling i 2027, likevel ikke lenger enn til og med 30. juni 2027.*	*(v)*	*The authorisation is valid until the Company's annual general meeting in 2027, but no longer than to and including 30 June 2027.*
(vi)	*Fra tidspunktet for registrering i Foretaksregisteret erstatter denne fullmakten den tidligere fullmakten til å forhøye aksjekapitalen med samme formål på NOK 3.099.302, som ble gitt på ekstraordinær generalforsamling 26. august 2026."*	*(vi)*	*From the time of registration in the Norwegian Register of Business Enterprises, this authorisation replaces the previous authorisation to increase the share capital for the same purpose of NOK 3,099,302, given at the extraordinary general meeting 26 August 2026."*
8.3	**Fullmakt til opptak av konvertibelt lån**	**8.3**	**Authorisation to take up convertible loans**
Styret foreslår at det gis en fullmakt til å ta opp konvertible lån for å gi Selskapet mulighet til å benytte slike finansielle instrumenter som en del av sin samlede finansiering, og uten å måtte gå veien om en generalforsamling for dette.		The board of directors proposes that an authorisation is granted to take up convertible loans to enable the Company to make use of such financial instruments as part of its overall financing capability, and without having to convene a general meeting.	
Opptak av konvertible lån vil kunne skje i transaksjoner der det er hensiktsmessig at aksjeeiernes fortrinnsrett fravikes, og styret foreslår derfor at fullmakten gir rom for dette.		The issuance of convertible loans may occur in transactions where it is appropriate to deviate from the shareholders' preferential rights, and the board of directors therefore proposes that the authorisation allows such deviation.	
Styret foreslår at generalforsamlingen fatter følgende vedtak:		The board of directors proposes that the general meeting adopts the following resolution:	
(i)	*"I henhold til allmennaksjeloven § 11-8 gis styret fullmakt til å treffe beslutning om opptak av ett eller flere konvertible lån med samlet hovedstol inntil NOK 30.000.000.*	*(i)*	*"Pursuant to the Norwegian Public Limited Liability Companies Act section 11-8 the board of directors is granted authorisation to issue one or several convertible loans with an aggregate principal of up to* NOK 30,000,000.
(ii)	*Ved konvertering av lån tatt opp i henhold til denne fullmakten, kan Selskapets aksjekapital forhøyes med inntil det laveste av (a) NOK 11.148.953,15 og (b) 50 % av Selskapets aksjekapital på det tidspunktet fullmakten registreres.*	*(ii)*	*In connection with the conversion of any loan issued by the use of this authorisation, the Company's share capital may be increased by the amount representing up to the lower of (a) NOK* 11,148,953.15 *and (b)* 50% *of the Company's share capital at the time the authorisation is registered.*
(iii)	*Eksisterende aksjeeieres fortrinnsrett etter allmennaksjeloven § 11-4, jf. §§ 10-4 og 10-5 kan fravikes.*	*(iii)*	*The existing shareholders' preference rights pursuant to section 11-4, cf. sections 10-4 and 10-5 of the Norwegian Public Limited Liability Companies Act may be deviated from.*
(iv)	*Fullmakten gjelder frem til Selskapets ordinære generalforsamling i 2027, likevel ikke lenger enn til og med 30. juni 2027.*	*(iv)*	*The authorisation is valid until the Company's annual general meeting in 2027, but no longer than to and including 30 June 2027.*

(v) *Fra tidspunktet for registrering i Foretaksregisteret erstatter denne fullmakten den tidligere fullmakten til å oppta ett eller flere konvertible lån med samlet hovedstol på inntil NOK 30.000.000, som ble gitt på ekstraordinær generalforsamling 26. august 2026."*

9 BESLUTNING OM BRUK AV ELEKTRONISK KOMMUNIKASJON

Verdipapirhandelloven § 5-9 (6) regulerer kommunikasjon mellom en aksjeutsteder og dens aksjeeiere. Etter den tidligere bestemmelsen måtte en aksjeeier gi uttrykkelig samtykke før utstederen kunne sende meldinger, varsler, informasjon, dokumenter, underretninger og lignende elektronisk. En endring i verdipapirhandelloven § 5-9 (6) har nå trådt i kraft. Etter den endrede bestemmelsen er en aksjeeiers stilltiende eller passive samtykke til elektronisk kommunikasjon tilstrekkelig. En aksjeeier skal likevel alltid gis anledning til å reservere seg mot elektronisk kommunikasjon, herunder til å trekke tilbake et tidligere gitt samtykke. Utstederen må gi tydelig informasjon om retten til å reservere seg mot digital kommunikasjon og angi en enkel fremgangsmåte for dette. Aksjeeiere som ønsker å reservere seg mot bruk av elektronisk kommunikasjon, kan gjøre dette ved å logge inn via VPS Investortjenester og registrere sin reservasjon der. Alternativt kan reservasjon meldes via aksjeeierens egen kontofører. Bruk av elektronisk kommunikasjon på dette grunnlaget krever en beslutning av generalforsamlingen.

På denne bakgrunn foreslår styret at generalforsamlingen treffer følgende vedtak:

"Så langt det er tillatt etter den til enhver tid gjeldende lovgivning kan Selskapet bruke elektronisk kommunikasjon når meldinger, varsler, informasjon, dokumenter, underretninger og lignende skal gis til en aksjeeier. Dette gjelder likevel ikke overfor aksjeeiere som har reservert seg mot slik bruk av elektronisk kommunikasjon. Selskapet skal informere om retten til å reservere seg på sine hjemmesider."

* * *

Generalforsamlingen avholdes som et fysisk møte. Aksjeeiere som ønsker å delta fysisk på generalforsamlingen (enten selv eller ved fullmektig), bes melde fra om dette elektronisk via innlogging i VPS Investortjenester tilgjengelig på https://investor.vps.no/garm/auth/login, eller ved å sende det vedlagte påmeldingsskjemaet (også tilgjengelig på Selskapets

(v) *From the time of registration in the Norwegian Register of Business Enterprises, this authorisation replaces the previous authorisation to issue one or several convertible loans with an aggregate principal of up to NOK 30,000,000, given at the extraordinary general meeting 26 August 2026."*

9 DECISION ON THE USE OF ELECTRONIC COMMUNICATION

Section 5-9 (6) of the Norwegian Securities Trading Act regulates communication between a share issuer and its shareholders. Under the previous provision, a shareholder had to give explicit consent before the issuer could send messages, notices, information, documents, notifications and similar communications electronically. An amendment to Section 5-9 (6) of the Norwegian Securities Trading Act has now entered into force. Under the amended provision, a shareholder's tacit or passive consent to electronic communication is sufficient. A shareholder must, however, always be given the opportunity to opt out of electronic communication, including to withdraw any consent previously given. The issuer must provide clear information about the right to opt out of digital communication and set out a simple procedure for doing so. Shareholders who wish to opt out of electronic communication may do so by logging in through VPS Investor Services and registering their opt-out preference. Alternatively, the opt-out may be submitted through the shareholder's own account operator. The use of electronic communication on this basis requires a resolution by the general meeting.

On this basis, the board of directors proposes that the general meeting adopts the following resolution:

"To the extent permitted by applicable law from time to time, the Company may use electronic communication when messages, notices, information, documents, notifications and similar are to be given to a shareholder. This does not, however, apply in respect to shareholders who have opted out of such use of electronic communication. The Company shall provide information regarding the right to opt out on its websites."

* * *

The general meeting is to be held as a physical meeting. Shareholders who wish to attend the general meeting in person (personally or by proxy) are asked to give notice of their attendance either electronically through VPS Investor Services available at https://investor.vps.no/garm/auth/login, or by sending the enclosed registration form (also available on the hjemmeside www.nextbiometrics.com) til Selskapets kontofører DNB Bank ASA, Verdipapirservice innen 24. august 2026 kl. 17:00.

Company's website www.nextbiometrics.com) to the Company's securities account manager DNB Bank ASA, Verdipapirservice within 24 August 2026 at 17:00 hours (CEST).

Aksjeeiere som ikke har mulighet til å delta fysisk, men ønsker å delta på generalforsamlingen digitalt, vil bli gitt anledning til å følge møtet, stemme og stille spørsmål digitalt. Aksjeeiere som ønsker å delta på generalforsamlingen digitalt bes om å sende en e-post til events@nextbiometrics.com innen 24. august 2026 kl. 17:00, og vil deretter få tilsendt innloggingsinformasjon til det digitale møtet.

Shareholders who do not have the opportunity to participate physically, but wish to attend digitally, will be given the possibility to follow the meeting, vote and raise questions digitally. Shareholders who wish to attend the general meeting digitally are asked to sign up by sending an e-mail to events@nextbiometrics.com by 24 August 2026 at 17:00 hours (CEST), to receive log-in information to the digital meeting.

Aksjeeiere som ikke har anledning til å delta oppfordres til å utøve sine aksjeeierrettigheter på generalforsamlingen ved enten å avgi elektronisk forhåndsstemme gjennom VPS Investortjenester i forkant av generalforsamlingen eller ved å benytte det vedlagte forhåndsstemme- og fullmaktsskjemaet for å forhåndsstemme. Forhåndsstemme- og fullmaktsskjemaet kan også benyttes til å gi fullmakt til styrets leder, Tove Kristin Giske (eller den hun bemyndiger), til å stemme for aksjene på generalforsamlingen. Utfylte forhåndsstemme- og fullmaktsskjema kan sendes til Selskapets kontofører DNB Bank ASA, Verdipapirservice, per post eller e-post innen 24. august 2026 kl. 17:00. Dersom en aksjeeier velger å møte på generalforsamlingen enten selv eller ved fullmektig, anses avgitte forhåndsstemmer som trukket tilbake.

Shareholders who are prevented from participating are encouraged to exercise their shareholder rights at the general meeting, either by advance electronic voting through VPS Investor Services or by using the enclosed advance voting and proxy form to submit advance votes. The advance voting and proxy form may also be used to grant a proxy to the chair of the board of directors Tove Kristin Giske (or the person she appoints) to vote the shares at the general meeting. Completed advance voting and proxy forms may be sent to the Company's securities account manager, DNB Bank ASA, Verdipapirservice, by post or e-mail within 24 August 2026 at 17:00 hours (CEST). If a shareholder chooses to attend the general meeting either in person or by proxy, any advance votes cast shall be deemed withdrawn.

Dersom aksjer er registrert i VPS på en forvalter, jf. allmennaksjeloven § 4-10, og den reelle aksjeeieren ønsker å delta i generalforsamlingen, må den reelle aksjeeieren be forvalteren gi Selskapet melding om dette senest to virkedager før avholdelse av den ekstraordinære generalforsamlingen, jf. allmennaksjeloven § 5-3 (2). Deretter må aksjeeieren, ved å sende en e-post til events@nextbiometrics.com, be om brukernavn og passord for pålogging til det elektroniske møtet. Aksjeeiere som har ervervet aksjer i Selskapet etter at denne innkallingen ble sendt kan også få brukernavn og passord fra events@nextbiometrics.com.

If shares are held through a nominee in the VPS register, cf. Section 4-10 of the Norwegian Public Limited Liability Companies Act, and the beneficial owner wishes to attend the general meeting, the beneficial owner must ask the nominee to notify the Company of this at the latest two business days prior to the date of the extraordinary general meeting, cf. Section 5-3 (2) of the Norwegian Public Limited Liability Companies Act. Thereafter, the shareholder must ask for their username and password to log into the electronic meeting by sending an email to events@nextbiometrics.com. Shareholders who have acquired shares after this notice was sent can also obtain username and password from events@nextbiometrics.com.

Kun de som er aksjeeiere i Selskapet fem virkedager før generalforsamlingen, dvs. den 19. august 2026 ("**Registreringsdatoen**"), har rett til å delta og stemme på generalforsamlingen, jf. allmennaksjeloven § 5-2 (1). En aksjeeier som ønsker å delta og stemme på generalforsamlingen, må være innført i aksjeeierregisteret (VPS) på Registreringsdatoen eller ha meldt og godtgjort erverv per Registreringsdatoen. Aksjer som er ervervet etter

Only those who are shareholders in the Company five business days prior to the general meeting, i.e. on 19 August 2026 (the "**Record Date**"), are entitled to attend and vote at the general meeting, cf. Section 5-2 (1) of the Norwegian Public Limited Liability Companies Act. A shareholder who wishes to attend and vote at the general meeting must be registered in the shareholder register (VPS) on the Record Date or have reported and documented an acquisition as per the Record Date. Shares

Registreringsdatoen gir ikke rett til å delta og stemme på generalforsamlingen.

NEXT Biometrics Group ASA er et allmennaksjeselskap underlagt allmennaksjelovens regler. Selskapet har per datoen for denne innkallingen utstedt 61.986.042 aksjer. Hver aksje gir én stemme og aksjene har også for øvrig like rettigheter.

En aksjeeier 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) godkjennelsen av årsregnskapet og årsberetningen, (ii) saker som er forelagt aksjeeierne til avgjørelse, og (iii) 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.

Denne innkallingen, øvrige dokumenter som gjelder saker som skal behandles i generalforsamlingen, herunder de dokumenter det er henvist til i denne innkallingen, forslag til beslutninger i saker på den foreslåtte dagsordenen, samt Selskapets vedtekter, er tilgjengelige på Selskapets hjemmeside www.nextbiometrics.com. Aksjeeiere kan kontakte Selskapet per post eller e-post for å få tilsendt de aktuelle dokumentene. Forretningsadresse: NEXT Biometrics Group ASA, Stortorvet 7, 0155 Oslo, postadresse: Postboks 1316 Vika, 0112 OSLO, e-post: events@nextbiometrics.com.

that are acquired after the Record Date do not entitle the holder to attend and vote at the general meeting.

NEXT Biometrics Group ASA is a Norwegian public limited liability company subject to the rules of the Norwegian Public Limited Liability Companies Act. As at the date of this notice, the Company has issued 61,986,042 shares. Each share carries one vote and the shares have equal rights also in all other respects.

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

This notice, other documents regarding matters to be discussed in the general meeting, including the documents to which this notice refers, the proposed 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. Shareholders may contact the Company by mail or e-mail in order to request to receive physical copies of the documents. Business address: NEXT Biometrics Group ASA, Stortorvet 7, 0155 Oslo, Norway, mailing address: Postboks 1316 Vika, 0112 OSLO, Norway, e-mail: events@nextbiometrics.com.

* * *

Oslo, 5. august / 5 August 2026

På vegne av styret i NEXT Biometrics Group ASA / On behalf of the board of directors of NEXT Biometrics Group ASA

(.sign.)

Tove Kristin Giske

(styrets leder / chair of the board of directors)

VEDLEGG:

1. Påmeldingskjema og forhåndsstemme- og fullmaktsskjema til ekstraordinær generalforsamling
2. Den konvertible låneavtalen

APPENDICES:

1. Registration, and advance voting and proxy form to the extraordinary general meeting
2. The Convertible Loan agreement

VEDLEGG 1

Ref.nr.: **Pin-kode:**

Innkalling til ekstraordinær generalforsamling

Ekstraordinær generalforsamling i NEXT Biometrics Group ASA avholdes 26. august 2026 kl. 17:00 som et fysisk møte på Stortorvet 7, 0155 Oslo.

Aksjeeiere som ønsker å delta på den ekstraordinære generalforsamlingen den 26. august 2026, og som ikke får registrert sin deltakelse elektronisk som beskrevet nedenfor under "Elektronisk påmelding", bes om å fylle ut og sende denne melding om deltakelse til genf@dnb.no senest innen **24. august 2026 kl. 17:00.**

Undertegnede, som eier ______________________ aksjer i NEXT Biometrics Group ASA, vil delta på den ekstraordinære generalforsamlingen den 26. august 2026 kl. 17:00 og avgi stemme for:

☐ Avgi stemme for mine/våre aksjer

☐ Avgi stemme for aksjer ifølge vedlagte fullmakt(er)

Dersom aksjeeieren er et foretak, oppgi navn på personen som vil møte for foretaket: ________________________________

___________	___________________	____
dato	sted	aksjeeiers underskrift (iht. firmaattest dersom aksjeeier er et foretak)

Elektronisk registrering
Registrering av deltakelse og fullmakt kan gjøres elektronisk ved innlogging i VPS Investortjenester ved å velge *Hendelser – Generalforsamling*, klikk på ISIN NO 0013740142. Få tilgang til VPS Investortjenester:

- Enten via Selskapets hjemmeside www.nextbiometrics.com ved hjelp av referansenummer og PIN-kode (for de som får innkalling i posten), eller

- Innlogget i VPS Investortjenester; tilgjengelig på https://investor.vps.no/garm/auth/login eller gjennom kontofører. Når du har logget inn i VPS Investortjenester, velg: *Hendelser – Generalforsamling – ISIN.*

Du vil se ditt navn, **ref.nr**, **PIN-kode** og beholdning.
Nederst finner du disse valgene:

Meld på | Forhåndsstem | Avgi fullmakt | Avslutt

«Meld på» – Her melder du deg på, og blir bedt om å oppgi din e-post

«Forhåndsstem» - Hvis du ønsker å angi din forhåndsstemme

«Avgi fullmakt» - Her kan du gi fullmakt til styrets leder eller en annen person

«Avslutt» - Trykk på denne om du ikke ønsker å gjøre noen registrering

Generalforsamlingen avholdes som et fysisk møte og vi oppfordrer aksjonærene til å forhåndsstemme, gi fullmakt eller delta fysisk. Om noen aksjonærer isteden skulle ønske å delta elektronisk, ber vi om at dere trykker "Meld på" her, og sender en e-post til events@nextbiometrics.com innen 24. august 2026 kl. 17:00, slik at vi kan tilrettelegge for dette.

Ref.nr.: **Pin-kode:**

Blankett for innsending per post eller e-post for aksjonærer som ikke får registrert sine valg elektronisk.
Aksjeeiere som ønsker å forhåndsstemme eller være representert ved fullmektig på den ekstraordinære generalforsamlingen den 26. august 2026 bes om å fylle ut dette forhåndsstemme- og fullmaktsskjemaet og sende det til genf@dnb.no (skann denne blanketten), eller per post til DNB Bank ASA Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo, **slik at den er mottatt senest 24. august 2026 kl. 17:00.**

Undertegnede, som eier ______________________ aksjer i NEXT Biometrics Group ASA, ønsker å være representert på generalforsamlingen ved (kryss av):

☐ Forhåndsstemmer (marker, «For», «Mot» eller «Avstå» på de enkelte sakene under)

☐ Fullmakt med stemmeinstruks til styrets leder, Tove Kristin Giske, eller den hun bemyndiger (kryss av «For», «Mot» eller «Avstå» på de enkelte sakene på agendaen under)

☐ Fullmakt uten stemmeinstruks til styrets leder, Tove Kristin Giske, eller den hun bemyndiger (ikke kryss av på sakene under)

☐ Åpen fullmakt til *(ikke kryss av på sakene under - eventuell stemmeinstruks avtales direkte med fullmektig):*

____

Navn på fullmektig *(vennligst benytt blokkbokstaver)*

Stemmegivningen skal skje i henhold til markeringer nedenfor. Manglende eller uklare markeringer anses som stemme i tråd med styrets og valgkomiteens anbefalinger. Dersom det blir fremmet forslag i tillegg til, eller som erstatning for forslaget i innkallingen, avgjør fullmektigen stemmegivningen.

	Agenda for ekstraordinær generalforsamling den 26. august 2026	**For**	**Mot**	**Avstå**
1	Valg av møteleder	☐	☐	☐
2	Godkjennelse av innkalling og dagsorden	☐	☐	☐
3	Valg av en person til å medundertegne protokollen	☐	☐	☐
4	Konvertibelt lån	☐	☐	☐
5	Godtgjørelse til styrets medlemmer	*Ikke stemmegivning*		
5.1	Bakgrunn	*Ikke stemmegivning*		
5.2	Kontanthonorar til styrets medlemmer	☐	☐	☐
5.3	Opsjoner til styrets medlemmer	☐	☐	☐
5.4	Godtgjørelse til medlemmer av underkomiteer	☐	☐	☐
6	Godtgjørelse til valgkomiteens medlemmer	☐	☐	☐
7	Styrefullmakter – del 1	*Ikke stemmegivning*		
7.1	Bakgrunn	*Ikke stemmegivning*		
7.2	Generell fullmakt til kapitalforhøyelse	☐	☐	☐
7.3	Fullmakt til opptak av konvertibelt lån	☐	☐	☐
8	Styrefullmakter – del 2	*Ikke stemmegivning*		
8.1	Bakgrunn	*Ikke stemmegivning*		
8.2	Generell fullmakt til kapitalforhøyelse	☐	☐	☐
8.3	Fullmakt til opptak av konvertibelt lån	☐	☐	☐
9	Beslutning om bruk av elektronisk kommunikasjon	☐	☐	☐

Blanketten må være datert og signert

______________________	______________________	______________________
Sted	Dato	Aksjeeiers underskrift

Dersom aksjeeieren er et selskap, skal aksjeeierens firmaattest vedlegges fullmakten.

APPENDIX 1

Ref no: **PIN-code:**

Notice of extraordinary general meeting

The extraordinary general meeting in NEXT Biometrics Group ASA will be held on 26 August 2026 at 17:00 hours (CEST) as a physical meeting at Stortorvet 7, 0155 Oslo.

Shareholders who wish to attend the extraordinary general meeting to be held on 26 August 2026 who are not able to register their attendance electronically as further described below under "Electronic registration", are requested to fill in and return this notice of attendance to genf@dnb.no no later than **24. august 2026 at 17:00 hours (CEST).**

The undersigned, who owns ________________________ shares in NEXT Biometrics Group ASA, wishes to attend the extraordinary general meeting in person on 26 August 2026 at 17:00 hours (CEST) and cast votes for:

☐ Vote for my/our shares

☐ Vote for shares according to attached authorisation(s)

If the shareholder is a legal entity, please state the name
of the individual who will represent such entity: ____

_______________	_________________________	____
Date	Place	Shareholder's signature (according to company certificate if the shareholder is a legal entity)

Electronic registration

Notice of attendance may be registered electronically through VPS Investor Services by selecting *Corporate Actions – General Meeting*, and clicking on ISIN NO 0013740142. VPS Investor Services can be accessed:

- Either through the Company's website www.nextbiometrics.com using a reference number and PIN code (for those of you who receive a notice by post-service); or

- Log in through VPS Investor services; available at https://investor.vps.no/garm/auth/login or your account operator. Once logged in - choose *Corporate Actions – General Meeting – ISIN.*

You will see your name, **reference number**, **PIN - code** and balance.
At the bottom you will find these choices:

Enroll | Advance Vote | Delegate proxy | Close

"Enroll" – If you would like to meet in person on the general meeting day
"Advance vote" - If you would like to vote in advance of the meeting
"Delegate Proxy" - Give proxy to the chair of the board of directors or another person
"Close" - Press this if you do not wish to register

The general meeting is held as a physical meeting, and we encourage shareholders to vote in advance, give proxy, or participate physically. If any shareholders would instead like to participate electronically, we ask that you press Enroll, and send an e-mail to events@nextbiometrics.com by 24 August 2026 at 17:00 hours (CEST) so that we can accommodate for this.

Ref no: **PIN-code:**

Form for submission by post or e-mail for shareholders who cannot register their elections electronically.
Shareholders who wish to use advance votes or authorise another person to act on his or her behalf at the extraordinary general meeting on 26 August 2026 must complete this advance voting and proxy form and return it to genf@dnb.no or by post service to DNB Bank Registrars Department, P.O. Box 1600 Sentrum, 0021 Oslo, **so that the form is received no later than 24 August 2026 at 17:00 hours (CEST)**.

The undersigned, who owns ___________________________ shares in NEXT Biometrics Group ASA, will be represented at the general meeting as follows (please tick):

☐ By advance votes (tick “For”, “Against” or “Abstain” on the individual items below)

☐ By a proxy with voting instructions to the chair of the board of directors Tove Kristin Giske, or the person she appoints (tick “For”, “Against” or “Abstain” on the individual items below)

☐ By a proxy without voting instructions to the chair of the board of directors, Tove Kristin Giske, or the person she appoints (do not tick off the items below)

☐ By an open proxy to (*do not mark items below – agree directly with your proxy solicitor if you wish to give instructions on how to vote*):

____

Name of attorney (please use capital letters)

Voting must take place in accordance with the instructions below. Missing or unclear markings are considered a vote in line with the board's and the nomination committee's recommendations (i.e. "for" of the proposals in the notice). If a proposal is put forward in addition to, or as a replacement for, the proposal in the notice, the proxy determines the voting.

	Agenda for the Extraordinary General Meeting on 26 August 2026	**For**	**Against**	**Abstain**
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	Convertible loan	☐	☐	☐
5	Remuneration to the members of the board of directors	*No voting*		
5.1	Background	*No voting*		
5.2	Cash remuneration to the board	☐	☐	☐
5.3	Options to the board members	☐	☐	☐
5.4	Remuneration to board committee members	☐	☐	☐
6	Remuneration to the members of the nomination committee	☐	☐	☐
7	Authorisations to the board of directors – Part 1	*No voting*		
7.1	Background	*No voting*		
7.2	General authorisation to increase the share capital	☐	☐	☐
7.3	Authorisation to take up convertible loans	☐	☐	☐
8	Authorisations to the board of directors – Part 2	*No voting*		
8.1	Background	*No voting*		
8.2	General authorisation to increase the share capital	☐	☐	☐
8.3	Authorisation to take up convertible loans	☐	☐	☐
9	Decision on the use of electronic communication	☐	☐	☐

The form must be dated and signed

_______________________ _______________________ _______________________

Place | Date | Shareholder’s signature

If the shareholder is a company, please attach the shareholder's certificate of registration.

31 July 2026

CONVERTIBLE LOAN AGREEMENT

This convertible loan agreement (the "**Agreement**") is dated 31 July 2026 and is made between:

(1) **NEXT BIOMETRICS GROUP ASA**, a public limited company under the laws of Norway with company registration number 982 904 420, as borrower (the "**Borrower**");

(2) **Valset Invest AS**, a private limited liability company under the laws of Norway with company registration number 960 812 042;

(3) **Edgewater AS,** a private limited liability company under the laws of Norway with company registration number 988 781 223;

(4) **Haas AS**, a private limited liability company under the laws of Norway with company registration number927 663 856;

(5) **Camaca AS**, a private limited liability company under the laws of Norway with company registration number 987 355 980;

(6) **Intelco Concept AS**, a private limited liability company under the laws of Norway with company registration number988 845 957;

(7) **Camiko AS** a private limited liability company under the laws of Norway with company registration number 926 791 583;

(8) **Cryptic AS**, a private limited liability company under the laws of Norway with company registration number887 807 752;

(9) **Skaug Holding AS**, a private limited liability company under the laws of Norway with company registration number 988 894 826;

(10) **Ulf Anders Ritsvall,** a private citizen of Sweden**,** with registered address Stallvagen 11 24563 Hjärup, Sverige.

The parties mentioned above under number (2) to (10) are jointly referred to as the "**Lenders**" and individually as a "**Lender**". The Borrower and the Lenders are each referred to as a "**Party**" and collectively the "**Parties**".

1 BACKGROUND:

1.1 The Lenders are all shareholders of the Borrower and the Borrower is in need of additional financing. The Lenders are willing to provide the Borrower with a convertible loan in an aggregate principal amount of NOK 12,000,000 (the "**Loan**") on the terms set out in this Agreement in order to secure immediate financing needs for the Borrower.

1.2 Each Lender has agreed to participate in the Loan in the amounts set out opposite its name in Appendix 1 attached to this Agreement, on the terms and conditions set forth herein.

1.3 The Loan shall be convertible pursuant to chapter 11 of the Norwegian Public Limited Liability Companies Act (*Nw: allmennaksjeloven*), and is subject to an extraordinary general meeting of the Borrower expected to be held before end of August 2026 (the "**EGM**"), resolving to approve the Loan and the Agreement.

1.4 On this background, the Lenders have agreed to provide the Loan to the Borrower on the terms and conditions set out below.

2 THE LOAN AND STATUS

2.1 Subject to the terms and conditions of this Agreement, the Lenders shall make the Loan available to the Borrower, to be disbursed on or before 3 August 2026.

2.2 The Lenders agree to disburse the Loan prior to the approval by the EGM of the Loan and this Agreement. If the EGM does not approve the Loan and this Agreement, the Borrower shall repay the Loan to the Lenders within 10 trading days following the EGM, and upon such repayment this Agreement shall automatically terminate, and thereafter neither Party shall have any claim against the other Party as a result thereof, save for any liability accrued prior to such termination.

2.3 The Borrower shall as soon as practically possible following the EGM submit the minutes of the EGM to the Norwegian Register of Business Enterprises (*Nw.: Foretaksregisteret*) to have the EGM resolutions to approve the Loan and this Agreement registered.

2.4 The Loan shall be unsecured and shall rank pari passu with any other unsecured indebtedness of the Borrower.

3 INTEREST

3.1 Interest shall accrue on the outstanding principal amount of the Loan at a rate equal to 12 per cent per annum (the "**Interest Rate**"). Interest shall accrue up to, but excluding, the date falling three months after the date of disbursement of the Loan (the "**Maturity Date**").

3.2 All accrued interest shall be capitalised and converted together with the outstanding principal in accordance with Clause 4 (Conversion) on the Maturity Date, unless a Lender has delivered a Repayment Election Notice in accordance with Clause 4.1, in which case the accrued interest on such Lender’s portion of the Loan shall be payable in cash on the Maturity Date.

4 CONVERSION

4.1 The Loan (including all accrued interest) shall automatically convert in full into new shares in the Borrower at the Conversion Price (as defined below) on the Maturity Date (the "**Conversion**"), unless a Lender has delivered a written notice to the Borrower (a "**Repayment Election Notice**") no later than 10 trading days prior to the Maturity Date, stating that such Lender elects to receive repayment in cash instead of shares. If a Lender delivers a valid Repayment Election Notice, such Lender’s portion of the Loan (including accrued interest) shall not be converted but shall instead be repaid in cash on the Maturity Date in accordance with Clause 6.

4.2 The Conversion shall be effected by setting off each participating Lender’s portion of the Loan (including accrued interest) against such Lender’s obligation to pay the subscription amount for new shares in the Borrower, at a subscription price per share of NOK 0.10 (the "**Conversion Price**"). If the calculation does not result in a whole number of shares for any Lender, the number of shares to be issued to such Lender shall be rounded down to the nearest whole share, and any residual amount shall be forfeited without compensation.

4.3 The Borrower shall effect the Conversion as soon as practicable after the Maturity Date and shall without undue delay thereafter deliver to each converting Lender a confirmation of the number of shares issued to such Lender.

4.4 To the extent the aggregate number of new shares to be issued upon Conversion would require the publication of a listing prospectus, each converting Lender shall receive its pro rata portion of the maximum number of shares that may be issued without triggering a listing prospectus requirement at the Borrower's ordinary ISIN. The remaining shares shall until a listing prospectus has been approved by the Financial Supervisory Authority of Norway (*Nw.: Finanstilsynet*) and published, be issued at a separate ISIN for unlisted shares in the Borrower. The Borrower shall use reasonable efforts to prepare, submit and obtain approval of such listing prospectus without undue delay after the Maturity Date.

5 AUTHORISATION TO THE CHAIRPERSON AND CEO

5.1 Each Lender, by signature on this Agreement, irrevocably authorises the chairperson of the board of directors (the "**Board**") and the Chief Executive Officer of the Borrower, each acting alone, to, on the Lender’s behalf and in its name, subscribe for any and all new shares to be issued to such Lender upon conversion of the Loan in accordance with Clause 4.

6 REPAYMENT

6.1 If a Lender has delivered a valid Repayment Election Notice in accordance with Clause 4.1, such Lender’s portion of the Loan (including accrued interest) shall be due and payable in cash in full on the Maturity Date. No amount of the Loan shall remain outstanding following the Maturity Date.

6.2 The Borrower does not have the right to prepay the Loan, in whole or in part, prior to the Maturity Date.

7 TRANSFER RESTRICTIONS

7.1 None of the Lenders or the Borrower may assign or transfer any of their rights or obligations under this Agreement.

8 EVENT OF DEFAULT

8.1 If the Borrower becomes subjected to bankruptcy proceedings or initiates liquidation or winding-up in accordance with principles of Norwegian bankruptcy law or if the Borrower is unable to or admits its inability to repay the Loan or any unpaid interest accrued thereon, the Lenders have, subject to the terms of this Agreement, the right to declare the Loan and interest immediately due and payable.

9 MISCELLANEOUS

9.1 Each Party shall bear its own costs and expenses incurred in connection with this Agreement and the transactions contemplated herein, save that the Borrower shall bear the costs of registering the Loan and any share capital increase upon conversion with the Norwegian Register of Business Enterprises and any costs relating to the preparation and approval of a prospectus pursuant to Clause 4.4.

9.2 This Agreement may only be amended by an agreement in writing duly executed by the Board of the Borrower and the relevant Lender(s). No change, termination, modification or waiver of any provision of this Agreement shall be binding unless made in writing.

10 GOVERNING LAW AND JURISDICTION

10.1 This Agreement and any other document related thereto shall be governed by and construed in accordance with Norwegian law.

10.2 Any dispute relating to this Agreement shall be finally resolved by arbitration in Oslo pursuant to the Norwegian Arbitration Act.

* * *

[Signature page – Convertible Loan Agreement]

The Borrower:

NEXT Biometrics Group ASA

____

Tove Giske

(Chair)

The Lenders:

Valset Invest AS

____

Jon Harald Nordbrekken

Edgewater AS

____

Hans Herman Horn

Haas AS

____

Andreas Mjølner Akselsen

Camaca AS

____

Hermann Refsum Flinder

Intelco Concept AS

____

Øystein Tvenge

Camiko AS

____

Ann Katrin Tabelon Olsen

Cryptic AS

____

Jon Are Nordbrekken

Skaug Holding AS

____

Ole Skaug

Ulf Anders Ritsvall

____

Ulf Anders Ritsvall

Appendix 1

LENDER	REGISTRATION NUMBER	LOAN AMOUNT (NOK)
Valset Invest AS	960 812 042	4 000 000
Edgewater AS	988 781 223	2 500 000
Haas AS	927 663 856	2 000 000
Camaca AS	987 355 980	1 000 000
Intelco Concept AS	988 845 957	750 000
Camiko AS	926 791 583	750 000
Cryptic AS	887 807 752	500 000
Skaug Holding AS	988 894 826	250 000
Ulf Anders Ritsvall	Stallvagen 11 24563 Hjärup, Sverige	250 000
TOTAL		**12,000,000**

5 August 2026

CONVERTIBLE LOAN AGREEMENT

This convertible loan agreement (the "**Agreement**") is dated 5 August 2026 and is made between:

(1) **NEXT BIOMETRICS GROUP ASA**, a public limited company under the laws of Norway with company registration number 982 904 420, as borrower (the "**Borrower**");

(2) **Selaco AS**, a private limited liability company under the laws of Norway with company registration number 990 202 818; and

(3) **U-Turn Ventures AS,** a private limited liability company under the laws of Norway with company registration number 983 436 927.

The parties mentioned above under number (2) to (3) are jointly referred to as the "**Lenders**" and individually as a "**Lender**". The Borrower and the Lenders are each referred to as a "**Party**" and collectively the "**Parties**".

1 BACKGROUND:

1.1 On 31 July 2026, the Borrower entered into a convertible loan agreement in the total amount of NOK 12,000,000 with Valset Invest AS, Edgewater AS, Camaca AS, Cryptic AS, Intelco Concept AS, Ulf Ritsvall, Skaug Holding AS, Camiko AS, and Haas AS (the "**Original Lenders**"), conditional upon approval by the general meeting (the "**Original Loan Agreement**"). Following the announcement of the Original Loan Agreement, two additional shareholders, Selaco AS and U-Turn Ventures AS (collectively, the "**Lenders**"), have expressed their interest in participating in a convertible loan on the same terms. This Agreement is entered into with the Lenders for a convertible loan in an aggregate principal amount of NOK 1,000,000 (the "**Loan**") on the same terms and conditions as set out in the Original Loan Agreement, in order to secure additional financing needs for the Borrower.

1.2 Each Lender has agreed to participate in the Loan in the amounts set out opposite its name in Appendix 1 attached to this Agreement, on the terms and conditions set forth herein.

1.3 The Loan shall be convertible pursuant to chapter 11 of the Norwegian Public Limited Liability Companies Act (*Nw: allmennaksjeloven*), and is subject to an extraordinary general meeting of the Borrower expected to be held before end of August 2026 (the "**EGM**"), resolving to approve the Loan and the Agreement.

1.4 On this background, the Lenders have agreed to provide the Loan to the Borrower on the terms and conditions set out below.

2 THE LOAN AND STATUS

2.1 Subject to the terms and conditions of this Agreement, the Lenders shall make the Loan available to the Borrower, to be disbursed within 9 August 2026.

2.2 The Lenders agree to disburse the Loan prior to the approval by the EGM of the Loan and this Agreement. If the EGM does not approve the Loan and this Agreement, the Borrower shall repay the Loan to the Lenders within 10 trading days following the EGM, and upon such repayment this

Agreement shall automatically terminate, and thereafter neither Party shall have any claim against the other Party as a result thereof, save for any liability accrued prior to such termination.

2.3 The Borrower shall as soon as practically possible following the EGM submit the minutes of the EGM to the Norwegian Register of Business Enterprises (*Nw.: Foretaksregisteret*) to have the EGM resolutions to approve the Loan and this Agreement registered.

2.4 The Loan shall be unsecured and shall rank pari passu with any other unsecured indebtedness of the Borrower.

3 INTEREST

3.1 Interest shall accrue on the outstanding principal amount of the Loan at a rate equal to 12 per cent per annum (the "**Interest Rate**"). Interest shall accrue up to, but excluding, the date falling three months after the date of disbursement of the Loan (the "**Maturity Date**").

3.2 All accrued interest shall be capitalised and converted together with the outstanding principal in accordance with Clause 4 (Conversion) on the Maturity Date, unless a Lender has delivered a Repayment Election Notice in accordance with Clause 4.1, in which case the accrued interest on such Lender’s portion of the Loan shall be payable in cash on the Maturity Date.

4 CONVERSION

4.1 The Loan (including all accrued interest) shall automatically convert in full into new shares in the Borrower at the Conversion Price (as defined below) on the Maturity Date (the "**Conversion**"), unless a Lender has delivered a written notice to the Borrower (a "**Repayment Election Notice**") no later than 10 trading days prior to the Maturity Date, stating that such Lender elects to receive repayment in cash instead of shares. If a Lender delivers a valid Repayment Election Notice, such Lender’s portion of the Loan (including accrued interest) shall not be converted but shall instead be repaid in cash on the Maturity Date in accordance with Clause 6.

4.2 The Conversion shall be effected by setting off each participating Lender’s portion of the Loan (including accrued interest) against such Lender’s obligation to pay the subscription amount for new shares in the Borrower, at a subscription price per share of NOK 0.10 (the "**Conversion Price**"). If the calculation does not result in a whole number of shares for any Lender, the number of shares to be issued to such Lender shall be rounded down to the nearest whole share, and any residual amount shall be forfeited without compensation.

4.3 The Borrower shall effect the Conversion as soon as practicable after the Maturity Date and shall without undue delay thereafter deliver to each converting Lender a confirmation of the number of shares issued to such Lender.

4.4 To the extent the aggregate number of new shares to be issued upon Conversion would require the publication of a listing prospectus, each converting Lender shall receive its pro rata portion of the maximum number of shares that may be issued without triggering a listing prospectus requirement at the Borrower's ordinary ISIN. The remaining shares shall until a listing prospectus has been approved by the Financial Supervisory Authority of Norway (*Nw.: Finanstilsynet*) and published, be issued at a separate ISIN for unlisted shares in the Borrower. The Borrower shall use reasonable efforts to prepare, submit and obtain approval of such listing prospectus without undue delay after the Maturity Date.

5 AUTHORISATION TO THE CHAIRPERSON AND CEO

5.1 Each Lender, by signature on this Agreement, irrevocably authorises the chairperson of the board of directors (the "**Board**") and the Chief Executive Officer of the Borrower, each acting alone, to, on the Lender’s behalf and in its name, subscribe for any and all new shares to be issued to such Lender upon conversion of the Loan in accordance with Clause 4.

6 REPAYMENT

6.1 If a Lender has delivered a valid Repayment Election Notice in accordance with Clause 4.1, such Lender’s portion of the Loan (including accrued interest) shall be due and payable in cash in full on the Maturity Date. No amount of the Loan shall remain outstanding following the Maturity Date.

6.2 The Borrower does not have the right to prepay the Loan, in whole or in part, prior to the Maturity Date.

7 TRANSFER RESTRICTIONS

7.1 None of the Lenders or the Borrower may assign or transfer any of their rights or obligations under this Agreement.

8 EVENT OF DEFAULT

8.1 If the Borrower becomes subjected to bankruptcy proceedings or initiates liquidation or winding-up in accordance with principles of Norwegian bankruptcy law or if the Borrower is unable to or admits its inability to repay the Loan or any unpaid interest accrued thereon, the Lenders have, subject to the terms of this Agreement, the right to declare the Loan and interest immediately due and payable.

9 MISCELLANEOUS

9.1 Each Party shall bear its own costs and expenses incurred in connection with this Agreement and the transactions contemplated herein, save that the Borrower shall bear the costs of registering the Loan and any share capital increase upon conversion with the Norwegian Register of Business Enterprises and any costs relating to the preparation and approval of a prospectus pursuant to Clause 4.4.

9.2 This Agreement may only be amended by an agreement in writing duly executed by the Board of the Borrower and the relevant Lender(s). No change, termination, modification or waiver of any provision of this Agreement shall be binding unless made in writing.

10 GOVERNING LAW AND JURISDICTION

10.1 This Agreement and any other document related thereto shall be governed by and construed in accordance with Norwegian law.

10.2 Any dispute relating to this Agreement shall be finally resolved by arbitration in Oslo pursuant to the Norwegian Arbitration Act.

* * *

[Signature page – Convertible Loan Agreement]

The Borrower:

NEXT Biometrics Group ASA

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Tove Giske

(Chair)

The Lenders:

Selaco AS	**U-Turn Ventures AS**
____________________	____________________
Svend Egil Larsen	Lars Tore Brandeggen

Appendix 1

LENDER	REGISTRATION NUMBER	LOAN AMOUNT (NOK)
Selaco AS	990 202 818	600 000
U-Turn Ventures AS	983 436 927	400 000
TOTAL		**1,000,000**