

# Corporate Governance Report

Fingerprint Cards is a Swedish public limited-liability company listed on Nasdaq Stockholm. Corporate governance in Fingerprint Cards is based on the Articles of Association, the Swedish Companies Act, the rules and regulations for issuers as published by Nasdaq Stockholm (the Exchange), the Swedish Code of Corporate Governance (www.bolagsstyrning.se) ("the Code") and other applicable laws and regulations, as well as internal regulations.

Fingerprint Cards endeavors to generate long-term value for the shareholders and other stakeholders. This entails, inter alia, maintaining efficient organizational structures, systems of internal control and risk management, as well as transparent internal and external reporting.

This Corporate Governance Report has been prepared in accordance with the Swedish Annual Accounts Act and the Code, and is primarily intended to describe corporate governance within Fingerprint Cards. Accordingly, the report will only address information pursuant to applicable rules and regulations to a lesser extent.

Fingerprint Cards' auditors have examined the report and an auditor's opinion is attached to it.

## Division of responsibilities

Shareholders exercise their influence over Fingerprint Cards at General Meetings of Shareholders, the company's highest decision-making body. Responsibility for the company's organization and the management of the company's affairs rests with the Board of Directors and the CEO, in accordance applicable laws and regulations and the Board of Directors' internal control instruments.

## Shareholders

Fingerprint Cards is a CSD-registered company, which entails that the company's share

register is maintained by Euroclear Sweden AB.

At year-end 2015, the company had 365,42 shareholders. Share capital amounted to SEK 12,647,827, distributed among 1,200,000 Class A shares and 62,039,135 Class B shares. Class A shares carry ten votes per share and Class B shares one vote each. Class A and Class B shares provide the same entitlement to the assets and to an equally large dividend. At year-end, the ten largest owners had total holdings corresponding to 41.1% of the voting rights. Foreign investors owned about 30.9% of the share capital. For additional shareholder information, see pages 41–43 of the Annual Report.

## Annual General Meeting (AGM)

The AGM, which is normally held in Gothenburg but may also be held in Stockholm, adopts the income statement and balance sheet for the Parent Company and the Group for the preceding fiscal year, passes resolutions regarding dividends and the discharge of Board members and the CEO from personal liability, elects Members and the Chairman of the Board and approves their fees, elects auditors and approves their fees, deals with other statutory matters and passes resolutions on the Nomination Committee and guidelines for remuneration of senior executives and on other proposals submitted by the Board of Directors and shareholders.

Official notification of the AGM is to take the form of an announcement in Post- och Inrikes Tidningar and on the company's website. The fact that notification has been sent is to be announced in Svenska Dagbladet. Notification of the AGM is dispatched no earlier than six and no later than four weeks prior to the Meeting. The notice is to include information regarding the procedure for registering for the AGM and the final date for notification of attendance, the

right to participate and vote at the Meeting, a numbered agenda showing the matters to be addressed, information on the appropriation of earnings and the main content of other proposals.

Notice of an Extraordinary General Meetings (EGM) convened to address amendments to the Articles of Association is to be issued not earlier than six weeks and not later than four weeks prior to the Meeting. Notice of any other EGMs must be issued no earlier than six and no later than three weeks ahead of the Meeting.

All shareholders who are listed in the share register on a given record day, and who have notified the company of their intention to participate in the AGM within the allotted time period, are entitled to participate in the AGM and exercise voting rights equal to the complete number of shares they hold. Shareholders may be represented by proxy. To be able to exercise their voting rights at the AGM, shareholders whose shares are trustee-registered must

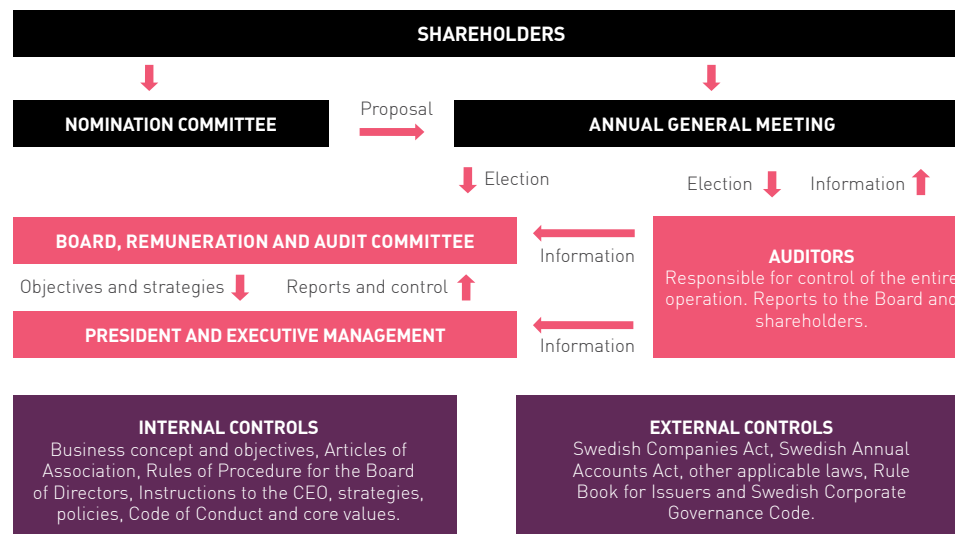
temporarily re-register their shares in their own name in accordance with what is stated in the notification of the AGM.

Proposals for matters to be addressed at the Meeting must be addressed to the Board and be submitted well in advance of the issuance of the Meeting notice.

Most General Meeting resolutions are passed by a simple majority. In certain cases, however, the Swedish Companies Act states that resolutions must be passed by a qualified majority, for example, resolutions regarding amendments of the Articles of Association, which require the support of at least two-thirds of shareholders in terms both of the votes cast and the shares represented at the Meeting.

## 2015 Annual General Meeting (AGM)

The AGM addressing operations during the 2014 fiscal year was held in Gothenburg on June 3, 2015. Notification of the Meeting was published on May 6, 2014.



A total of 170 shareholders attended the AGM representing 30.3% of the number of votes and 17.4% of the number of shares.

#### Resolutions passed by the Meeting included:

- Approval of the income statement and balance sheet for the 2014 fiscal year
- Approval of the appropriation of profit where profit was brought forward to the next fiscal year
- Discharge of liability for the Board and CEO for the 2014 fiscal year
- That the number of Board members be six
- Determination of Board fees
- Determination of the remuneration of the auditors
- Election of members of the Board and Chairman of the Board
- Election of auditors, where no changes were resolved
- Nomination Committee
- Guidelines for senior executives

A resolution was also passed authorizing the Board on one or more occasions during the period up until the next AGM to make decisions regarding (i) the new issue of up to 5,000,000 Class B shares disapplying the preferential rights of shareholders and (ii) the new issue of up to 5,000,000 Class B shares applying the preferential rights of shareholders. A new issue according to (i) is to be effected while observing the use of the authorization under (ii).

Additional information on the 2015 AGM is available on Fingerprints Cards' website, [www.fingerprints.com/corporate/bolagsstyrning/arsstamman/arsstammoprotokoll/arsstamma-for-2015/](http://www.fingerprints.com/corporate/bolagsstyrning/arsstamman/arsstammoprotokoll/arsstamma-for-2015/).

#### 2016 AGM

The 2016 AGM will be held at 2 p.m. CET on May 4, 2016 at Svenska Mässan/Gothia Towers in Gothenburg. For further information on the

2016 AGM, refer to the tab at the end of this Annual Report, and to Fingerprint Cards' [www.fingerprints.com](http://www.fingerprints.com) website, where the necessary documents ahead of the AGM are also available.

The Board of Directors will also propose to the 2016 AGM that the Board be empowered on one or several occasions during the period up to the following AGM to make decisions on the buyback of the company's shares, although subject to limit that the number of Class B treasury shares will not exceed 10% of all of the shares in the company. The shares are to be acquired on Nasdaq Stockholm. In addition, the Board will propose to the AGM that the Board be empowered on one or several occasions during the period up to the following AGM to make decisions on the transfer of the company's Class B treasury shares. The shares are to be transferred via Nasdaq Stockholm. The purpose of the authorizations is to enable the Board to adapt the company's capital structure and thus be able to contribute

to increased shareholder value. The Board of Directors' complete motions concerning the authorizations will be available in connection with the official notice of the AGM.

#### Nomination Committee

The AGM resolved on the principles for how the Nomination Committee is to be appointed. According to the resolution passed at the 2015 AGM, the Nomination Committee was to be appointed by having the Chairman of the Board contact the largest shareholder in terms of the votes registered as owned or the largest shareholder in some other known manner on September 1, 2015 and to urge this shareholder to appoint three members to the Nomination Committee. Thereafter, support for the proposal made by the largest shareholder in terms of votes concerning a new Nomination Committee was to be sought from among the shareholders who are the second and the third largest in terms of owner-registered votes or in some

other known manner on September 1, 2015. If these have no objection, the proposal of the largest shareholder in terms of votes shall prevail. Should the three largest shareholders in terms of votes be unable to reach agreement on the composition of the Nomination Committee, they shall instead appoint one member each. The Nomination Committee will comprise the members appointed in the manner described above. Should a shareholder who has appointed one of the members of the Nomination Committee cease to belong to the three largest shareholders in the company in terms of voting power, or should a member of the Nomination Committee step down from the Committee prior to the 2016 AGM for some other reason, the members of the Nomination Committee in consultation with the three largest shareholders in terms of votes are to be entitled to appoint another representative of the three largest shareholders in terms of votes to replace such a member.

Name	Function	Elected	Stepped down	Committees (1)	Independent* vis-à-vis		Meeting attendance 2015	Fees 2015/2016	Fees 2014/2015
					Company	Major shareholders			
Urban Fagerstedt	Chairman of the Board	June 4, 2009	-	Remuneration Committee Audit Committee	Yes	No	26	450,000	350,000
Alexander Kotsinas	Member	Nov 26, 2013	-	Audit Committee Audit committee	Yes	Yes	24	320,000	220,000
Jan Wäreby	Member	June 3, 2015	-	Remuneration Committee	Yes	Yes	13	320,000	-
Katarina Bonde	Member	June 3, 2015	-	Audit Committee	Yes	Yes	13	320,000	-
Carl-Johan von Plomgren	Member	June 3, 2015	-	Audit Committee	Yes	Yes	14	320,000	-
Lars Söderfjell	Member	June 3, 2015	-	Remuneration Committee	Yes	No	14	320,000	-
Christer Bergman	Member	Aug 8, 2008	June 3, 2015	Remuneration Committee Audit Committee	Yes	Yes	14	-	220,000
Tord Wingren	Member	June 18, 2013	June 3, 2015	Remuneration Committee Audit Committee	Yes	Yes	7	-	220,000
Johan Carlström	Member	Nov 26, 2013	June 3, 2015	Remuneration Committee Audit Committee	No	No	11	-	-

Urban Fagerstedt only Remuneration Committee 2015/2016, Alexander Kotsinas only Audit Committee 2015/2016. Both were members of both the Remuneration Committee and the Audit Committee in 2014/2015.

The Nomination Committee's task, on behalf of the shareholders, is to submit proposals for resolution by the AGM. In this connection, the Nomination Committee is to express an opinion on whether the proposed Board members are to be considered independent in relation to the company, independent in relation to major shareholders, have other significant assignments and on their holding of Fingerprint Cards shares.

The names of the members of the Nomination Committee and information on the person appointed Chairman of the Nomination Committee was to be announced no later than six months prior to the 2016 AGM. The Nomination Committee is to appoint from among its members a chairman, who may not be the Chairman of the Board.

The current composition of the Nomination Committee was announced through a press release and on Fingerprint Cards' website on November 5, 2015. The tasks of the Nomination Committee include submitting:

- A proposal regarding the Chairman of the Meeting
- A proposal regarding membership of the Board
- A proposal regarding the Chairman of the Board
- A proposal regarding auditors
- A proposal regarding Board fees
- A proposal regarding remuneration of auditors
- A proposal regarding principles for appointing the coming Nomination Committee

The Nomination Committee's duties also include evaluating the composition of and the work performed by the Board.

The Nomination Committee of Fingerprint Cards currently consists of:

- Dimitrij Titov: (Nomination Committee's Chairman, independent in relation to the company).
- Tommy Trollborg: (Independent in relation to the company)
- Johan Carlström: Representing the shareholder Sunfloro AB.

Shareholders may submit proposals to the Nomination Committee, by e-mailing them to: [investrel@fingerprintcards.com](mailto:investrel@fingerprintcards.com)

### The Nomination Committee's work ahead of the 2016 AGM

Prior to the 2016 AGM, the Nomination Committee held four minuted meetings and, between these meetings, had continuous contact and participated in meetings with prospective Board members and recruitment firms.

In its work to make a correct assessment of the composition of the Board of Directors, the Nomination Committee conducted, inter alia, an evaluation of the Board and its work, and familiarized itself with the Chairman of the Board's report on the company's operations, objectives and strategies. The Nomination Committee also analyzed the expertise and experience represented by the Board members as well as the gender distribution, in relation to the needs that have been identified. The Nomination Committee's assessment is that the Board members represent a wide range of expertise and possess considerable experience of, inter alia, business operations, technology and the financial market, as well as telecommunications, IT and the semiconductor industry. One woman and five men are currently members of the Board. The Nomination Committee is striving to achieve an even gender distribution on the Board. Ahead of the 2016 AGM, the Nomination Committee proposes that one new female Board member, Åsa Hedin, be elected.

### Board of Directors and CEO

The Articles of Association stipulate that Fingerprint Cards' Board of Directors is to consist of four to seven AGM-elected members, with a maximum of five deputy members, for the period extending to the next AGM. The Board is elected by the shareholders at each AGM for the period until the following AGM, meaning for a term of office of one year.

In addition to at the AGM, changes to the Board may be made through a resolution of an

Extraordinary General Meeting, or by a member choosing to resign prematurely from his/her assignment.

The 2015 AGM resolved to expand the number of Fingerprint Cards Board members from five to six. Urban Fagerstedt and Alexander Kotsinas were reelected and Katarina Bonde, Carl-Johan von Plomgren, Lars Söderfjell and Jan Wäreby were newly elected. Urban Fagerstedt was reelected Chairman of the Board.

The Nomination Committee has concluded that all six members are independent in relation to the company and executive management. Four of the members are independent in relation to major shareholders. Accordingly, the Board complies with the independence requirements imposed in the Code.

The Board is responsible for Fingerprint Cards' organization and management being in the interest of both the company and the shareholders. The Board continuously assesses Fingerprint Cards' financial situation and ensures that Fingerprint Cards is organized so that bookkeeping, management of funds and the company's financial situation in general are controlled in a satisfactory manner. The Board appoints the CEO and makes decisions concerning matters involving the strategic direction of operations and the company's overall organization.

The Board of Directors establishes written rules of procedure every year that regulate the Board's work agenda and its internal division of duties, decision-making priorities within the Board, the Board's meeting procedures and the Chairman's duties. The Board has also issued, inter alia, written instructions regarding the allocation of responsibilities between the Board and the CEO.

In addition, the Board establishes corporate policy and instructions for ongoing operations, which are headed by the CEO. The CEO provides the Board with a regular flow of information about events that are of significance for the Group's development, financial results, position, liquidity or other important matters about which

the Board should be kept informed. The Board members at the end of 2015 are presented separately on page 65 of the Annual Report.

### Work by the Board of Directors during 2015

In accordance with the applicable rules of procedure, the Board is to hold at least four scheduled meetings and one statutory meeting per year. Whenever required, unscheduled meetings are held to address special items. A total of 27 Board meetings were held in 2015.

2015 was characterized by powerful sales growth and expansion of the business, thus requiring the Board to engage in consultation and to make decisions. Recurring items on the agenda for Board meetings during the year included debriefings by the Group's executive management as regards business conditions, operations, organization, financial results, position and cash and cash equivalents. The budget and business plan for the next year were dealt with by the Board in the autumn and before Christmas. In addition to the recurring items, Board meetings were also held due to more extraordinary events.

In conjunction with the end of the quarter, meetings were held to make decisions regarding the publication of quarterly, six-month and year-end reports. Ahead of the AGM, meetings are held to make decisions regarding the official notification, annual report, corporate governance documents and other matters for the AGM.

When required, senior Fingerprint Cards executives also attended Board meetings in order to report on specific issues.

### Remuneration Committee

The Remuneration Committee evaluates and prepares matters regarding remuneration and employment terms, and draws up guidelines for the remuneration of the CEO and senior executives for approval by the AGM. The Remuneration Committee ensures that remuneration matches the prevailing market terms for comparable positions in other companies and that the

company's pay offering is thus competitive. The Board sets the President's remuneration.

Remuneration of other senior executives is decided by the CEO following consultation with the Remuneration Committee. The members of the Remuneration Committee are the Board members Urban Fagerstedt, Jan Wäreby and Lars Söderfjell.

#### Audit Committee

The task of the Audit Committee is to support the work of the Board by ensuring high-quality internal control, financial reporting and external auditing. Among other responsibilities, this involves examining interim and year-end reports ahead of publication and dealing with all critical accounting issues and assessments. The Audit Committee meets the external auditor on at least one occasion during the year. The members of the Audit Committee are the Board members Alexander Kotsinas, Katarina Bonde and Carl-Johan von Plomgren.

#### Auditor

According to the Articles of Association, Fingerprint Cards is to have one or two auditors, with or without deputies, or one or two registered

firms of accountants. At the 2015 AGM, KPMG AB was elected the company's audit firm for a term of office of one year. Authorized Public Accountant Johan Kratz is auditor-in-charge. Johan Kratz is also the auditor of other companies including Akzo Nobel Pulp & Performance Chemicals AB, IAC Group Sweden AB, Sector Alarm AB and SP Sveriges Tekniska Forskningsinstitut AB.

The auditor, on the behalf of the shareholders, is responsible for examining the Annual Report and accounting records, as well as the administration of the Board and the CEO. The auditor also reviews one quarterly report, and issues statements regarding the Board's reports in conjunction with, inter alia, decisions about new share issues and warrant programs. Each year, the Board meets with the auditor to receive the auditor's report as to whether the company's organization is appropriately configured to ensure that accounting, management of funds and conditions in general are controlled satisfactorily. The company's auditor reported to the Board on one occasion and to the CEO on two occasions in the 2015 fiscal year. During 2015, the auditor attended the AGM on June 4.

#### Internal control and risk management

The Annual Accounts Act stipulates that the Board must annually submit a description of the principal elements of the company's system for internal control and risk management with regard to financial reporting.

The Board is responsible for the company's internal control, with the overall intention of protecting the company's assets and thus the investments of shareholders.

The Board has established attestation instructions, a finance policy and other governing documents containing instructions and procedures for the operations that are to be monitored and reported on regularly. The attestation instructions contain regulations governing signing on behalf of the company and authorizations concerning decisions about and the approval of agreements, investments, costs and other outlays.

The financial policy includes frameworks for investments, cash management, currency hedging and the granting of credit in connection with sales. Sales are covered by credit hedges when this is feasible and credit is granted only if there is good reason to assume that the credit recipients will meet their obligations. Otherwise, sales are conducted against advance payment. Fingerprint Cards seeks to ensure the continuance of its historically low customer bad-debt losses, thereby upholding its favorable profitability and solid financial position.

#### Control environment

The fundamental platform in the control environment for financial reporting consists of the guidelines and controlling documents, including the Board's rules of procedure and the instruction to the CEO, as described earlier in the Corporate Governance Report, as well as the allocation of responsibility and authority that is adapted to the business organization. It is primarily the President's responsibility as part of daily operations to maintain the control environment as designated by the Board. The CEO reports regularly to the Board in line with

set procedures. In addition to the above, reports are submitted by the auditor.

#### Risk assessment

Risk assessment is performed on a continuous basis and comprises the identification and management of any risks that could impact business activities and financial reporting. The primary risk within the framework of financial reporting is the risk of material errors in the financial reporting. Risk management comprises part of the business activities' processes and various methods are utilized to ensure that risks are managed in compliance with regulations, instructions and procedures to ensure that correct information is provided.

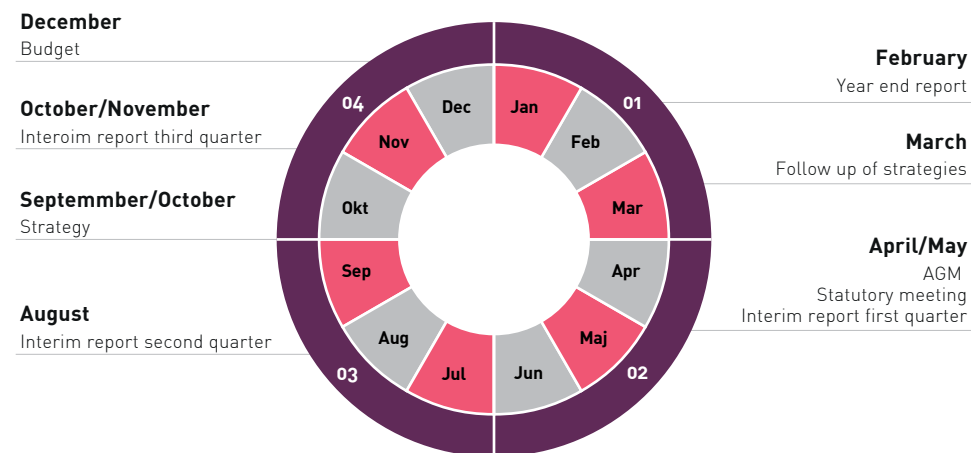
#### Control activities

Control activities are designed to manage the risks that the Board and Group Management assess as essential for the internal control of the financial reports.

Control activities aimed at preventing, identifying and correcting errors and deviations are evaluated. Division of responsibility and organization comprise the structure for the controls. Follow-up is performed in each respective area of responsibility and for the entire business. Allocation of attestation rights and authority is part of the structure for control activities as are clear rules for decisions regarding investment, sales, procurement and contracts. Control activities are also based on the business concept, strategies and goals, and on issues that are critical for operations. A high degree of IT security is a prerequisite for favorable internal control of financial reporting. The IT strategy focuses on security and functionality where security is the most important since lack of security usually results in weakened functionality.

External financial reporting with accompanying controls is performed on a quarterly basis and internal financial reporting is performed monthly. Financial control is performed based on a business plan that is broken down to the

#### Work by the Board of Directors



At all the meetings - progress report by the CEO, investment decisions

annual budget. The budget is revised during the year and is utilized to produce forecasts and forms the basis for the follow-up of actual results. In reporting, analysis and comments are reported on trends vis-à-vis the set goals. Control of development projects is performed through ongoing project monitoring and reporting of subprojects. Performance and expenditure are related to plans and budgets and the anticipated remaining project expenses for project completion are reported.

The operative control is supplemented by monitoring the quality and performance of suppliers, customers and internal processes.

Liquidity and cash flow are followed continuously, together with the updating of forecasts and the resultant liquidity planning. The continuous analysis of financial reporting on various levels is central to ensuring that the financial reporting does not contain material errors. Control activities and division of duties among various functions are integral features throughout the financial reporting process.

### **Guidelines for remuneration of Board members**

The Board members are remunerated in accordance with a resolution adopted at the 2015 Annual General Meeting. The Chairman of the Board is paid a fee of SEK 350,000 and other Board members are paid SEK 220,000 per member, making a total of SEK 1,450,000 for six Board members. As of the seventh Board meeting and thereafter up to the time of the next AGM, an additional amount of SEK 10,000 per member is payable per attended meeting, subject to a maximum payment of SEK 100,000 per member. Accordingly, the maximum fixed and variable payment is SEK 2,050,000 for the six elected Board members. No special payment is made for work on committees.

Board members who receive salary from Fingerprint Cards do not receive board fees.

Board members appointed during the year receive fees in relation to the remaining period

until the next AGM.

If tax-related prerequisites for invoicing exist, and on condition that it is cost-neutral for the company, the possibility to invoice director fees from the member's own company will be provided. If a Board member invoices his/her director fee via a company, the fee will be increased by an amount corresponding to social security contributions and statutory VAT.

### **Guidelines for remuneration of senior executives**

The Remuneration Committee, which is appointed from among Board members, prepares guidelines in respect of pay and other employment terms for the CEO and senior executives and presents the Board with proposals in respect of these issues. The Board determines the salary and other remuneration paid to the CEO. The CEO determines the salary and other remuneration paid to other senior executives in accordance with the Board's guiding principles. The term "other senior executives" refers to the eight individuals who, in addition to the CEO, constitute Group Management. The basic remuneration levels are to be market-based. Remuneration comprises a fixed basic salary, variable remuneration calculated according to predetermined targets, other benefits, pension and financial instruments in the form of warrants. The distribution between fixed salary and variable remuneration is to be proportionate to the executive's responsibilities and authorities. The variable remuneration for the CEO and other senior executives may not exceed 40% of their total salary. Pensions are to be based on defined-contribution pension schemes.

### **Articles of Association**

The Articles of Association include established directives concerning the company's business operations, the number of Board members and auditors, instructions for the official notification of the AGM, business for discussion at the AGM and where the AGM should be held. The

current Articles of Association are available at Fingerprint Cards' website, [www.fingerprints.com](http://www.fingerprints.com).

### **Information and communication**

Fingerprint Cards' policies and guidelines are of particular importance for correct accounting, reporting and information. Fingerprint Cards collaborates with news agencies, investment relations advisors and communication consultants regarding external communication and information. The information is intended to increase awareness of Fingerprint Cards and increase confidence in Fingerprint Cards, its management and employees, while promoting business activities. A communication policy is in place that provides guidelines governing the company's internal and external communication. The aim is to ensure that disclosure requirements are complied with in a correct and complete manner.

Fingerprint Cards communication policy is presented on the company's website, [www.fingerprints.com](http://www.fingerprints.com).

### **Auditors' report on the Corporate Governance Report**

To the annual meeting of the shareholders of Fingerprint Cards AB (publ), Corp. Reg. No.556154-2381.

It is the Board of Directors that is responsible for the 2015 Corporate Governance Report on pages 86–90 and its preparation in accordance with the Annual Accounts Act.

Based on the Corporate Governance Report, which we have read, and our knowledge of the company and the Group, we believe that there is sufficient basis for our opinion. This means that our statutory review of the Corporate Governance Report has a different focus and is substantially smaller in scope than an audit conducted in accordance with the International Standards on Auditing and other generally accepted auditing standards in Sweden.

In our opinion, the Corporate Governance Report has been prepared and its statutory content is consistent with the other parts of the annual accounts and consolidated financial statements.

Gothenburg, March 31, 2016

KPMG AB, Johan Kratz, Authorized Public Accountant

### **Follow-up**

Compliance with the Board's rules of procedure, instructions, policies and procedures is followed up by the Board and Group Management. The current state of the business and the company's financial situation are addressed at Board meetings. The Board reviews financial reports and decides on publication prior to the publication of financial reports. The Board evaluates its work annually.

Interim, six-month and annual financial statements, with accompanying financial reports, are reviewed by the auditor. Monthly reports are submitted to the Board in the form of a President's report, which includes sections for business functions. The Executive Management Group meets frequently and regularly reviews business developments, financial trends, the company's position and influential events. The Board meets with the auditor during the year to review the audit of internal control and other assignments. Against this background, the Board has arrived at the assessment that a separate internal audit function is not required.

# Board of Directors



**Urban Fagerstedt**

*Chairman of the Board  
Elected to the Board in 2009.*



**Katarina Bonde**

*Elected to the Board in 2015.*



**Alexander Kotsinas**

*Elected to the Board in 2013.*



**Lars Söderfjell**

*Elected to the Board in 2015.*



**Carl-Johan von Plomgren**

*Elected to the Board in 2015.*



**Jan Wäreby**

*Elected to the Board in 2015.*

<b>Committees</b>	Remuneration Committee	Audit Committee	Audit Committee	Remuneration Committee	Audit Committee	Remuneration Committee
<b>Other assignments</b>	Owner and Chairman of the Board of Fagerstedt Dynamics AB. Partner and Board member of Cuptronic AB.	Chairman of the Board of Propellerhead Software AB, Board member of Micro Systemation AB (publ), Image Systems AB, Mycronic AB (publ), Avega Group AB, Nordax Bank AB (publ) and Jarl Securities AB.	Chairman of the Board of Nordia Innovation AB and Allgotech AB, Board member of Qasmia Pharmaceutical AB, Linum AB, Delta Projects AB, Sweden Carnica Group AB and Scint-X AB.	Board member of Sunfloro AB.	Co-opted Board member of Villeroy & Boch Gustavsberg AB, Villeroy & Boch Gustavsberg AS (Norway), Villeroy & Boch Gustavsberg AS (Denmark) and Villeroy & Boch Gustavsberg OY.	Chairman of the Board of L M Ericsson International AB.
<b>Employment</b>	Vice CEO R&D, Huawei Technologies Sweden AB.		Partner in the private equity company Nexttobe AB.	Chief Equity Strategist at Swedbank.	Sales Director Northern Europe & Chief Compliance Officer, Villeroy & Boch Gustavsberg.	Senior Vice CEO and Head of Group Function Sales & Marketing at Ericsson.
<b>Year of birth and education</b>	1953. MSc Electronics Engineering, Lund Institute of Engineering.	1958. Master of Engineering from the Royal Institute of Technology in Stockholm.	1967. Master of Science in Engineering, Royal Institute of Technology, Stockholm. Bachelor's degree in Business Administration, Stockholm School of Economics.	1965. M.Sc. graduate in Business Management from the Stockholm School of Economics.	1961. Graduate in Law, Stockholm University.	1956. Master of Science in engineering, Chalmers Institute of Technology, Gothenburg.
<b>Background</b>	Vice CEO and General Manager of Ericsson AB's Radio Networks design unit.	Has had Board appointments in Sweden and the US, in such positions as Chairman of DIBS Payment Services Sverige and Netreflector, Inc. Senior executive positions, such as CEO of Programator Industri AB, Executive VP Timeline Inc., Director, Business Development Dun & Bradstreet Software, CEO of Captura International and CEO of Unisite Software Inc. During 2006-2010, member of the Swedish government's council for the sale of state-owned companies.	Formerly, vice president and CFO at Q-Med and at the mobile phone operator Tre, vice president of Investor AB as well as positions at Ericsson.	Long-standing experience of senior executive positions in the fields of equity research and asset management from companies including Myrberg Fondkommission, Danske Bank, Handelsbanken and ABG Sundal Collier.	Considerable professional experience from senior positions in the IT industry during the years 1987-2001, gained from such as Dell, Compaq and WM-data, and, as of 2001, from industrial and finance companies, such as General Electric, Havells Sylvania and Villeroy & Boch Gustavsberg. Member of various sector boards such as Belysningsbranschen (industry association for lighting companies) in Sweden, and the equivalents in Denmark, LWF, and Finland, FLIP, as well as Ecogaisma of Latvia.	During 2001-2011, Board member of Sony Ericsson Mobile Communications AB, Senior Vice CEO and Head of Group Function Sales & Marketing at Ericsson, 2011-2014, Senior Vice CEO and Head of Business Unit Multimedia, and Executive Vice CEO and Head of Sales and Marketing at Sony Ericsson Mobile Communications.
<b>Shareholding in FPC:</b>	1,200,000 Class A shares via partnership in Sunfloro AB.  Dependent in relation to the company's major shareholders and independent in relation to the company and executive management.	-  Independent in relation to the company's major shareholders and in relation to the company and executive management.	-  Independent in relation to the company's major shareholders and in relation to the company and executive management.	1,200,000 Class A shares via partnership in Sunfloro AB.  Independent in relation to the company and executive management and dependent in relation to the company's major shareholders.	21,965 Class B shares [directly owned and via related parties].  Independent in relation to the company, executive management and the company's major shareholders.	21,965 Class B shares [directly owned and via related parties].  Independent in relation to the company, executive management and the company's major shareholders.

## Executive Management Group



### Jörgen Lantto

*CEO since 2015, Executive VP CTO, since 2013.*

**Born:** 1963.

**Education:** Technical college engineer.

**Previous assignments:** CTO ST-Ericsson 2009-2012; 22 years at Ericsson, CEO of Alice Systems and co-founder of Northstream.

**Shareholding in FPC:** 927,300 Class B shares, including 14,095 shares in an endowment policy.



### Johan Wilsby

*CFO since 2015*

**Born:** 1966.

**Education:** Bachelor's degree in Business Administration, Stockholm School of Economics.

**Previous assignments:** CFO of Transmode, 2013-2015. Head of Finance at Hewlett-Packard in the Nordic region and Baltic countries, 2008-2013. Prior to that, he was employed by Microsoft in positions including CFO for Western Europe, 2004-2007.

**Shareholding in FPC:** 4,500 Class B shares and 5,000 warrants



### Pontus Jägemalm

*Senior VP Research & Development since 2009.*

**Born:** 1971.

**Education:** Master of engineering and Degree of Doctor of Engineering Physics, Chalmers University of Technology.

**Shareholding in FPC:** 313,025 Class B shares\*.



### Thomas Rex

*Executive VP Sales and Marketing since 2013.*

**Born:** 1963.

**Education:** MSc Electronics Engineering, Lund Institute of Engineering.

**Previous assignments:** Vice CEO Sales Asia/Oceania, Ericsson Mobile Platforms; Vice CEO Sales, Nanoradio.

**Shareholding in FPC:** 800,000 Class B shares\*.



### Niklas Strid

*VP Customer Projects since 2014.*

**Born:** 1972.

**Education:** M.Sc. Electronics Engineering, Lund Institute of Engineering, MSCEE.

**Previous assignments:** Senior Project Manager, Program Manager Ericsson BU Modems, ST-Ericsson.

**Shareholding in FPC:** 10,000 warrants\*



### Jonas Spannel

*VP Sourcing and Supply since 2013.*

**Born:** 1963.

**Education:** Military training at the former Officers' College, War College and the Swedish Armed Forces Staff. Business Administration at Örebro University.

**Previous assignments:** Director of Electronics Sourcing and VP Strategic Sourcing at Sony Mobile.

**Shareholding in FPC:** 30,000 warrants\*



### Jan Johannesson

*VP Strategic Planning & Portfolio Management since 2013.*

**Born:** 1969.

**Education:** M.Sc. Electronics Engineering, Lund Institute of Engineering, MSCEE. Consumer Marketing Strategy, Kellogg School of Management at Northwestern University.

**Previous assignments:** VP, Head of Strategic Planning ST-Ericsson, Director Portfolio Management Ericsson Mobile Platforms. Senior Advisor Northstream.

**Shareholding in FPC:** 850 Class B shares, 60,000 warrants



### Henrik Sundell

*Legal Counsel since 2015.*

**Born:** 1964.

**Education:** Graduate in Law, Stockholm University.

**Previous assignments:** Active in law firms in Stockholm. Assignment as company lawyer and chief legal advisor for various companies including AGA, Ericsson and DeLaval.

**Shareholding in FPC:** 10,000 warrants\*



### Mikael Jönsson

*VP Product Management since 2015.*

**Born:** 1967.

**Education:** M.Sc. Electronics Engineering, Lund Institute of Engineering, M.Sc.EE.

**Previous assignments:** Head of Product Technologies Ericsson BU Modems, Sr Manager ST-Ericsson.

**Shareholding in FPC:** 500 Class B shares and 1,000 warrants

\*Holding at March 15, 2016.