

**IDEX BIOMETRICS ASA**  
**CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**

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*Resolved on 6 October 2020, Effective 24 February 2021, Updated 20 June 2023.*

**A. Purpose**

The purpose of the Audit Committee (the “**Audit Committee**”) of the Board of Directors (the “**Board**”) of IDEX Biometrics ASA (the “**Company**”) is to assist the Board’s oversight of the Company’s accounting and financial reporting processes and the audits of the Company’s financial statements.

**B. Structure and Membership**

1. Number. The Audit Committee shall consist of at least three members of the Board. No executive personnel of the Company shall at any time be elected as a member of the Audit Committee.
2. Independence. The Audit Committee must satisfy the independence requirements imposed by applicable law and stock exchange listing requirements. Each member of the Audit Committee shall be an “independent director” as defined by Nasdaq Rule 5605(a)(2) and meet the criteria for independence set forth in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934. At least one member of the Audit Committee shall satisfy the independence requirements imposed by item 3.1.3.6 of the Listing Rules for equities on Oslo Børs and Section 6-42 of the Norwegian Public Limited Companies Act (the “**PLCA**”) and consistent with the guidance provided by the Norwegian Code of Practice for Corporate Governance (“**NUES**”) and by the EU Commission’s recommendation 2005/162/EC.
3. Financial Literacy and Expertise. The Audit Committee as a whole must have the expertise that, based on the Company’s organization and scope, is necessary to carry out its tasks. Each member of the Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement, and cash flow statement, at the time of his or her appointment to the Audit Committee, and be capable to individually assess the Company’s financial reporting, internal control and risk management, and statutory audit. At least one member of the Committee must have expertise within audit or accounting, including, but not limited to, past employment experience in audit, finance or accounting, requisite professional education or certification in audit or accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities, and, unless otherwise determined by the Board (in which case disclosure of such determination shall be made in the Company’s annual report filed with the Securities and Exchange Commission (“**SEC**”)), shall be an “audit committee financial expert” as defined by Item 16A of Form 20-F or other applicable SEC rules.
4. Chair. The Board shall elect a Chair of the Audit Committee by majority vote.
5. Compensation. The compensation of the Audit Committee members shall be proposed by the Nomination Committee and determined by the Annual General Meeting. No member of the Audit Committee may receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries, other than fees paid in his or her capacity as a member of the Board of Directors or a committee of the Board.
6. Selection and Removal. The members of the Audit Committee, including the Chair, will be members appointed by the Board, and will serve at the discretion of the Board. Vacancies occurring on the Audit Committee will be filled by the Board. Resignation or removal of an Audit Committee member from the Board for any reason will automatically constitute resignation or removal from the Audit Committee.

## **C. Authority and Responsibilities**

### **General**

The Audit Committee shall discharge its responsibilities and shall assess the information provided by the Company's management and the Company's registered public accounting firm (the "**Auditor**"), in accordance with its business judgment. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements, for the appropriateness of the accounting principles and reporting policies that are used by the Company and for establishing and maintaining adequate internal control over financial reporting. The independent Auditor is responsible for auditing the Company's financial statements and the Company's internal control over financial reporting and for reviewing the Company's unaudited interim financial statements. The authority and responsibilities set forth in this Charter do not reflect or create any duty or obligation of the Audit Committee to plan or conduct any audit, to determine or certify that the Company's financial statements are complete, accurate, fairly presented, or in accordance with International Financial Reporting Standards, as adopted by the International Accounting Standards Board, or such other generally accepted accounting principles that that Company may adopt from time to time, or applicable law, or to guarantee the independent Auditor's reports.

### **Oversight of Independent Auditor**

1. Selection. The Audit Committee will evaluate, determine whether to retain, and determine the fees of any Auditors and any other registered public accounting firm engaged for the financial reporting process. The Audit Committee will then make recommendations to the Board with respect to Auditor retention and applicable fees. The Board will then make recommendations to the Annual General Meeting with respect to Auditor election and fees. The proposal for election of Auditor shall be presented to the Annual General Meeting prior to the election. To ensure a proper process for preparing the Company's election of an auditor, the Audit Committee should start the process in the year in advance of the election year. Through its work, the Audit Committee must present to the Board at least two suitable alternatives and a concrete proposal with due justification.

2. Approving Audit and Non-Audit Engagements. The Audit Committee shall review audit plans, the adequacy of staffing, the fees to be paid to Auditors, and oversee the negotiation and execution of any engagement letters on behalf of the Company. The Audit Committee shall oversee the rotation of the Auditors' partners on the Company's audit engagement team as required by applicable law and stock exchange listing requirements. The Audit Committee shall approve all audit and non-audit related services that the Auditors provide to the Company before the engagement begins. The Audit Committee may establish pre-approval policies and procedures or delegate pre-approval authority to one or more Audit Committee member(s) which will then be reviewed and resolved at the next Audit Committee meeting.

3. Auditor Independence. Prior to engagement of any prospective Auditor, and at least annually thereafter, the Audit Committee shall assess the qualifications, performance, and independence of the Auditor, or in the case of a prospective Auditor, before such Auditor is engaged. The Audit Committee shall further review and monitor the independence of the Auditor on an ongoing basis. The Audit Committee shall review a written statement from any such Auditor, delineating all relationships between the Auditor and the Company and affirming the Auditor's independence under applicable law and accounting standards. The Audit Committee shall further assess, consider, and, if deemed relevant, discuss with such Auditor, whether any disclosed or potential relationships (including as to the scope of services to be provided by the Auditor) would affect the Auditor's objectivity and independence; and take, or recommend that the Board take, appropriate action to oversee the independence of the Auditor.

4. Former Employees of Auditors. The Audit Committee shall oversee the policies and procedures governing how the Company may employ individuals who are or once were employed by the Auditor.

**5. Oversight.** The independent Auditor shall report directly to the Audit Committee, and the Audit Committee shall have sole and direct responsibility for overseeing the work of the independent Auditor, including resolution of disagreements between Company management and the independent Auditor regarding financial reporting. The Audit Committee shall have a special responsibility to, in its oversight, consider matters identified by the Financial Supervisory Authority in Norway (Nw. Finanstilsynet) in connection with its quality assurance review of the audit firm pursuant to Article 26 of the EU Audit Regulation (2014/537/EU).

In connection with its oversight role, the Audit Committee shall, from time to time as appropriate, receive and consider the reports, including the additional report, and other communications required to be made by the independent Auditor regarding inter alia:

- critical accounting policies and practices;
- the level of materiality applied to perform the audit;
- alternative treatments within the Company's then applicable accounting principles for policies and practices related to material items that have been discussed with Company management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent Auditor;
- other material written communications between the independent Auditor and Company management;
- all other matters required to be communicated by the independent Auditor to the Audit Committee under the standards of the PCAOB, including AS 1301: Communications with Audit Committees ("AS 1301"); and
- key aspects of and the result of the audit.

### **Audited Financial Statements**

1. **Review and Discussion.** The Audit Committee shall review and discuss with the Company's management and independent Auditor the Company's audited financial statements. The Audit Committee will review with the Auditors and management, if appropriate, any written communication, such as any management letter or internal control letter, and monitor management's response to such communications. At least annually, the Audit Committee will discuss with the Auditors the matters required to be discussed by Auditing Standard No. 1301, Communications with Audit Committees, as adopted by the PCAOB (including any successor rule adopted by the PCAOB).

2. **Recommendation to Board Regarding Financial Statements.** The Audit Committee shall consider whether it will recommend to the Board that the Company's audited financial statements be included in the Company's Annual Report.

3. **Audit Committee Report.** The Audit Committee shall prepare an annual committee report for inclusion where necessary relating to its annual meeting of security holders.

### **Review of Other Financial Disclosures and Other Matters**

1. **Interim Financial Statements.** The Company shall distribute to the Audit Committee and provide the Audit Committee the opportunity to comment on, the Company's interim financial statements prior to the public disclosure thereof.

2. **Independent Auditor Review of Interim Financial Statements.** The Audit Committee shall direct the independent Auditor to use its best efforts to perform all reviews of interim financial information prior to

disclosure by the Company of such information and to discuss promptly with the Audit Committee and the Chief Financial Officer any matters identified in connection with the Auditor's review of interim financial information which are required to be discussed by applicable auditing standards.

3. Earnings Release and Other Financial Information. The Audit Committee shall discuss generally the types of information to be disclosed in the Company's earnings press releases, as well as in financial information, non-financial information and "Non-GAAP" metrics and earnings guidance provided to analysts, rating agencies and others.

4. Norway transparency act. The Audit Committee shall review any queries under the Norwegian transparency act, and the Company's response to such queries. The Audit Committee shall also review the report on Norwegian transparency act matters that is due for publication on 30 June each year

### **Controls and Procedures**

1. Oversight. The Audit Committee shall coordinate and prepare the follow-up of the Board's oversight of the Company's internal control over financial reporting, disclosure controls and procedures and code of conduct, and monitor the systems for internal control and risk management including the internal audit of the Company. The Audit Committee shall receive and review the reports of the Chief Executive Officer and Chief Financial Officer required by Rule 13a-14 under the Exchange Act.

The Audit Committee shall review the reports on internal accounting controls contemplated by Sections 103 and 404 of the Sarbanes-Oxley Act.

The Audit Committee, where appropriate, shall discuss with the Company's outside counsel, legal matters that may have a material impact on the financial statements or the Company's compliance policies.

The Audit Committee will consider and review with management, the Auditors, and outside advisors or accountants any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.

2. Procedures for Complaints. The Audit Committee will oversee procedures for receiving, retaining and investigating the following:

- complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
- confidential and anonymous submissions by employees concerning questionable accounting or auditing matters.

In addition, the Audit Committee will oversee procedures for receiving, retaining and investigating any "hotline" complaints or submissions delegated to the Audit Committee by the Board.

3. Ethical Compliance. The Audit Committee will review the results of management's efforts to monitor compliance with the Company's programs and policies designed to ensure compliance with applicable laws and stock exchange listing requirements, including the Company's Code of Business Conduct and Ethics ("Code"). The Audit Committee will consider any request by directors or executive officers of the Company for a waiver from the Code.

4. Related Party Transactions. The Audit Committee will review and approve, in accordance with the Company's policies, any related party transaction as defined by applicable law and stock exchange listing requirements.

## **Financial Risks**

1. Financial Risk Management. The Audit Committee shall discuss the Company's policies with respect to financial risk assessment and financial risk management, including guidelines and policies to govern the process by which the Company's exposure to such risks are handled.
2. Other Legal and Finance Matters. The Audit Committee will review with management legal and regulatory compliance and any actual, pending or threatened legal or financial matters that could significantly affect the Company's business or financial statements or as otherwise deemed appropriate by the Committee.

## **D. Procedures and Administration**

1. Meetings. The Audit Committee shall meet as often as it deems necessary but at least quarterly in order to perform its responsibilities. The Audit Committee may also act by unanimous written consent in lieu of a meeting. The Audit Committee may, as deemed necessary, meet separately with: (i) the independent Auditor; (ii) Company management; (iii) the Company's internal auditors; and (iv) the Board. The Audit Committee shall keep such records of its meetings as it shall deem appropriate. The Audit Committee shall only be quorate if (i) a majority of its members is present, (ii) at least one member of the Committee which satisfies the independence requirements is present, and (iii) one member which satisfies the expertise requirements stated in this Charter is present.
2. Subcommittees. The Audit Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including a subcommittee consisting of a single member). The Audit Committee is, however, in its entirety, ultimately responsible for carrying out the duties of the Audit Committee, as stated in this Charter. Any decision of a subcommittee to preapprove audit, review, attest or non-audit services shall be presented to the full Audit Committee at its next scheduled meeting.
3. Independent Advisors. The Audit Committee is authorized, without further action by the Board, to engage such independent legal, accounting and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Audit Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Audit Committee.
4. Investigations. The Audit Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Audit Committee or any advisors engaged by the Audit Committee.
5. Reports to Board. The Audit Committee shall report regularly to the Board. The Audit Committee shall review with the full Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors or the performance of the internal audit function.
6. Charter. At least annually, the Audit Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
7. Annual Self-Evaluation. At least annually, the Audit Committee shall evaluate its own performance.

## **E. PUBLICATION**

The Company shall make this Charter freely available to stockholders on request and publish it on the Company's website.