

Notice of Annual General Meeting 2020

Pricer AB (publ) notice of Annual General Meeting 2020

The shareholders of Pricer AB (publ) (the "Company" or "Pricer") are hereby invited to attend the annual general meeting on Wednesday 6 May 2020 at 14.00 at Kapitel 8, Klara Strand, Klarabergsviadukten 90 in Stockholm.

In view of the effects of the spread of Coronavirus (COVID-19), Pricer has decided to take the following precautions at the AGM:

- No drinks or refreshments will be served.
- Outside guests will not be invited, and participation by Board members and company management will be limited.
- The duration of the meeting will be shortened, but without infringing on shareholders' rights.
- The planned CEO speech will be shortened.

Pricer is taking these precautionary measures to safeguard our shareholders' and employees' health, and to limit as far as possible the potential spread of the new coronavirus. Pricer will update the precautionary measures above ahead of the AGM in the event of new recommendations and as needed.

NOTICE OF ATTENDANCE

Those wishing to attend the general meeting must:

- be recorded in the share register maintained by Euroclear Sweden AB as of Wednesday 29 April 2020; and
- notify the Company of their intention to participate in the general meeting in writing to Pricer AB (publ), Box 215, 101 24 Stockholm, by telephone +46 8-505 582 00 or by e-mail to ir@pricer.com, no later than Wednesday 29 April 2020. On giving notice of attendance, the shareholder should state the shareholder's name, personal identity number or equivalent (corporate identity number), address, telephone number and, where applicable, information about legal representative, proxies and advisors. A shareholder or proxy may be accompanied by a maximum of two advisors. To facilitate the admission to the annual general meeting, documents of authorization should, where applicable, be submitted together with the notice of attendance.

PROXIES

A shareholder who is represented by a proxy must issue a written proxy form dated by the shareholder. If the proxy is issued by a legal person, a certified copy of certificate of registration or equivalent must be submitted. A proxy is valid for a maximum of one year from the date of issue, however, the proxy form may specify a longer validity period, not exceeding five years from the date of issue. The original signed proxy form and any certificate of registration should be sent to the Company at the address above well ahead of the annual general meeting. A proxy form will be available on the Company's website (www.pricer.com) and will be sent to those shareholders who so requests.

NOMINEE-REGISTERED SHARES

In order to participate in the annual general meeting, those whose shares are registered in the name of a nominee must request their bank or broker to have their shares owner-registered with Euroclear Sweden AB. This registration may be made temporarily and must be effected as of Wednesday 29 April 2020, the bank or broker should therefore be notified in due time before said date.

INFORMATION AT THE GENERAL MEETING

Shareholders have a right to request information under the Swedish Companies Act Section 7 Clause 32.

SHARES AND VOTES

As per the day of this notice, the number of shares in the Company totals 110,971,781, of which 225,523 are shares of class A, representing a total of 1,127,615 votes, and 110,746,258 are shares of class B ("class B shares"), representing a total of 110,746,258 votes. As per the day of this notice, the Company holds 705,131 of its own class B shares.

PROCESSING OF PERSONAL DATA

For information on how your personal data is processed, please see

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

PROPOSAL FOR AGENDA

1. Opening of the general meeting;
2. Election of chair of the general meeting;
3. Drawing up and approval of the voting list;
4. Approval of the agenda;
5. Election of one or two persons to approve the minutes;
6. Determination of whether the general meeting was duly convened;
7. The CEO's short report;
8. Presentation of the annual report and the auditor's report and the consolidated financial statements and the consolidated auditor's report;
9. Resolutions on
 - a) adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet;
 - b) appropriation of the Company's profit or loss according to the adopted balance sheet; and
 - c) discharge from personal liability for the board members and the CEO;
10. Determination of the number of board members and deputies and auditors and deputy auditors;
11. Determination of fees to the board members and the auditors;
12. Election of the board members as well as chairman of the board and auditors;
13. The nomination committee's proposal for principles for appointment of the nomination committee before the annual general meeting 2021;
14. Resolution on guidelines for remuneration to senior executives;
15. Resolution on long-term incentive programme;
16. Resolution on transfer of own class B shares to participants in LTI 2017-LTI 2020;
17. Resolution on authorisation for the board to resolve to issue new shares;
18. Resolution on authorisation for the board to resolve on acquisition and transfer of own shares;
19. Resolution on changes in the articles of association;
20. Closing of the general meeting.

The nomination committee's proposals

Items 2, 10-12: Election of chair of the general meeting; determination of the number of board members and deputies and auditors and deputy auditors; determination of fees to the board members and the auditors; and election of the board members as well as chairman of the board and auditors

The nomination committee of the Company proposes that the annual general meeting resolve in accordance with the following:

- Dennis Westermarck be elected chair of the annual general meeting (item 2).
- The board be composed of five (5) directors and that the Company have one auditor with no deputy (item 10).
- Fees to the directors is proposed to total SEK 1,650,000, of which SEK 550,000 to the chairman of the board and SEK 275,000 to each of the other directors elected by the general meeting who are not employed by the Company. An additional fee of SEK 50,000 will be paid to each of the chair and any ordinary member of the audit committee. The nomination committee proposes that remuneration to the auditor be paid in accordance with approved invoices (item 11).
- For the period until the end of the next Annual General Meeting, the Nomination Committee proposes re-election of Board members Knut Faremo, Hans Granberg, Jenni Virnes, Jonas Guldstrand and Thomas Krishan. Bernt Ingman has declined re-election. Knut Faremo is proposed as Chairman of the Board (item 12).
- The registered accounting firm Ernst & Young AB be re-elected as the Company's auditor, as proposed by the audit committee (item 12).

Knut Faremo, (born 1957) was elected board member by the annual general meeting 2019.

He has extensive international experience with deep industry experience from European retail. Knut currently runs his own consulting business, including board assignments with a focus on retail. He has many years of experience as a business executive and investor in the retail industry in all Scandinavian countries, combined with a broad network of contacts in the French market. He has been engaged in various forms in Norgesgruppen, Dagrofa, Coop Shops & Supermarkets, Apoteket Hjärtat and Picard Sweden. Knut Faremo is independent in relation to Pricer AB and its management and independent in relation to the company's largest shareholders. Knut currently holds no shares in Pricer AB.

Item 13: The nomination committee's proposal for principles for appointment of the nomination committee before the annual general meeting 2021

The nomination committee proposes that the annual general meeting resolve that the nomination committee before the AGM 2021 is appointed mainly in accordance with the following principles.

The chair of the board shall receive a mandate to contact the three largest shareholders in the Company as of the end of the third quarter, and ask them to nominate a representative each, who together with the chair of the board will constitute the nomination committee for the period up until a new nomination committee is appointed according to the mandate from the next annual general meeting. A group of two or more shareholders (shareholder group) who have notified the chair of the board that they wish to participate jointly in the nomination committee's work will also be considered a shareholder.

The nomination committee shall also include an independent, in relation to the Company and its major shareholders, representative of the smaller shareholders. If any shareholder or shareholder group waives its right to nominate a representative, the shareholder or shareholder group that is the next largest shareholder of the vote will be offered to nominate a representative. The members of the nomination committee shall be published no later than six months before the annual general meeting.

As soon as a new nomination committee has been appointed in accordance with the above principles, it will replace the previous nomination committee. Shareholders who wish to participate in a shareholder group prior to this process must notify the chair of the board without delay.

If, during the term of the nomination committee, one or more of the shareholders / shareholder groups who have nominated members of the nomination committee is no longer one of the three largest shareholders / shareholder groups in the number of votes, then any member nominated by those shareholders / shareholder groups must make their seats available and the shareholder(s) / shareholder groups which now one of the three largest shareholder in the number of votes will nominate its representative. If, however, such change occurs later than two months before the annual general meeting or if only marginal changes in the number of votes have taken place, no changes shall take place in the composition of the nomination committee unless there are special reasons.

A shareholder / shareholder group who has nominated a member of the nomination committee is entitled to dismiss such member and nominate new member. Should a member of the nomination committee resign before the committee's work is completed, the shareholder / shareholder group who nominated the member will be entitled to nominate a replacement. Changes in the composition of the nomination committee shall be made public on the Company's website without delay.

The nomination committee shall complete the tasks that pertains to it under the Swedish Code of Corporate Governance, which as of the date of this proposal means that it will present the following proposals to the annual general meeting 2021: (a) proposal for board directors, (b) proposal for auditor, (c) proposal for chairman of the board, (d) proposal for director's fees to each of the directors and the chair and remuneration for committee work, (e) proposal for remuneration to the auditor, (f) proposal for chairman of the annual general meeting and (g) principles for appointment of the nomination committee.

The board's proposals

Item 9b: appropriation of the Company's profit or loss according to the adopted balance sheet

The annual general meeting has at its disposal the profit for the year of SEK 143,331,735 and other non-restricted equity of SEK 247,045,214, totalling SEK 390,376,949.

The board proposes that of the net profits at the annual general meeting's disposal, SEK 88,213,320 be paid as dividend and the remainder of approximately SEK 302,163,629 carried forward. The board thus proposes a dividend of SEK 0.80 per share, split in two payments of each SEK 0.40 per share. As the record date for the first payment the board proposes 8 May 2020, and subject to the resolution by the general meeting in accordance with this proposal, the cash dividend is expected to be distributed by Euroclear Sweden AB on 13 May 2020. As the record date for the second payment the board proposes 6 November 2020, and subject to the resolution by the general meeting in accordance with this proposal, the cash dividend is expected to be distributed by Euroclear Sweden AB on 11 November 2020.

Item 14: Proposal for resolution on guidelines for remuneration to senior executives

The board proposes that the annual general meeting resolve to adopt guidelines for remuneration to senior executives mainly in accordance with the following.

These guidelines govern the remuneration for the CEO, also president of the Pricer group, and other members who, for the period during which these guidelines apply, are part of Pricer AB's ("Pricer" or "company") group management. These guidelines are applicable to

remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the annual general meeting 2020. These guidelines do not apply to any remuneration decided or approved by the general meeting, e.g. remuneration to the board of directors or share-related incentive programs.

1. The guidelines' promotion of the company's business strategy, long-term interests and sustainability

Pricer is a global industry leader within the field of digital store communication with solutions that both increase store productivity and enhance the consumer experience. Pricer's platform is fast, steady, scalable and constantly developed with new functionality. Pricer's objective is to create an in-store platform enabling faster and better decision making based on the KPI's most important for the business, using its digital communication platform which consists of both hardware and advanced software as a starting point. To strengthen its market position, the company works in accordance with a strategy comprising the following focus areas – product- and system development, purchase & logistics, service offering and sustainability. A successful implementation of Pricer's business strategy and the safeguarding of the company's long-term interests, including its sustainability, requires that the company is able to recruit and retain qualified employees. The purpose of these guidelines for executives is to offer competitive and market-based compensation, so that competent and skilled employees can be attracted, motivated and retained. These guidelines enable the company to offer the executive management a competitive total remuneration. For more information regarding the company's business strategy, please see the company's website www.pricer.com.

Long-term share-related incentive plans have been implemented in the company. Such plans have been resolved by the general meeting and are therefore excluded from these guidelines.

2. Types of remuneration, etc.

The remuneration shall consist of fixed salary, variable cash remuneration, pension benefits and other benefits. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration. The total remuneration shall be on market terms and support the shareholder's interest by enabling the company to attract and retain executives.

Variable cash remuneration

The variable cash remuneration is based on the turn-out of established financial goals. The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one year. The variable cash remuneration may correspond to not more than 50 percent of the annual salary for the CEO and other executives. Variable cash remuneration shall not qualify for pension benefits. The variable cash remuneration shall be linked to predetermined, well-defined and measurable financial objectives for the company group, such as the development of the operating profit and working capital. There may also be individualized measurable financial objectives. Weighting is done relatively between the objectives based on which focus management should have, with the highest weighting towards the operating profit. The objectives shall be formulated in a way that promotes Pricer's business strategy and long-term interests, including its sustainability, e.g. by being linked to the business strategy or promote the long-term development of the executives at Pricer.

Pension benefits

For executives, pension benefits, including health insurance, shall be premium defined. For the CEO and other executives, an amount not exceeding 25 percent of the fixed annual salary is set aside.

Other benefits

Other benefits may include, *inter alia*, medical insurance and company cars. Such benefits may amount to not more than ten percent of the fixed annual salary.

Extraordinary remuneration

Further cash remuneration may be awarded as a one time arrangement in extraordinary circumstances, provided that such extraordinary arrangements are either for the purpose of recruiting or retaining executives. Such remuneration may not exceed an amount corresponding to the fixed annual salary. Resolutions on such remuneration shall be made by the board of directors.

Foreign employments

For executives outside Sweden, who's employment is governed by rules other than Swedish, terms may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

3. Criteria for awarding variable cash remuneration, etc.

The board of directors, in its capacity of the company's remuneration committee, shall prepare, monitor and evaluate matters regarding variable cash remuneration. The purpose with variable cash remuneration is to encourage and award value creating measures that support the company's objectives and business strategy. At the end of the measuring period for satisfaction of established objectives for awarding of variable cash remuneration it shall be determined to what extent such objectives have been fulfilled. Evaluations with regards to whether financial objectives have been fulfilled shall be based on finalized financial data for the relevant period. Remuneration for the CEO and other executives are determined by the board of directors in its capacity of remuneration committee.

Variable cash remuneration may be paid after completed measuring period or be subject to postponed payment. The board of directors shall have the right, based on law or agreement, to fully or partially demand repayment of any variable remuneration paid on false grounds.

4. Employment period and termination of employment

Executives shall be employed for an indefinite period of time. The mutual notice period for CEO and other executives shall be six months. Severance pay and fixed salary during the notice period may not exceed an amount equivalent to twelve months fixed salary for the CEO and other executives. No severance pay shall be paid for terminations by the employee.

Additionally, remuneration may be paid for non-compete undertakings. Such remuneration shall compensate for loss of income and shall only be paid in so far as the previously employed executive is not entitled to severance pay for the corresponding period. The remuneration shall be paid during the time the non-compete undertaking applies, however not for more than 24 months following termination of employment.

5. Salary and employment conditions for employees

In the preparation of the board of directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time in the remuneration committee's and the board of directors' decision basis when evaluating whether the guidelines and the limitations set out herein are reasonable.

6. The decision-making process to determine, review and implement the guidelines

The board of directors prepare matters regarding remuneration and employment terms for executives and the board of directors in its full capacity is the remuneration committee. The directors of the board are all independent of the company and its executive management. The tasks also include preparing the board of directors' proposal for guidelines for executive remuneration. The board of directors shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the company. These guidelines shall apply until new guidelines have been resolved by the general meeting. The CEO and other members of the executive management do not participate in the board of directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters. The board of directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the annual general meeting. In the event the board of directors decide to institute a remuneration committee the provisions in these guidelines that regard the board of directors in its capacity of remuneration committee shall apply to such committee.

7. Derogation from the guidelines

The board of directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability.

8. Transitional rules applicable for the general meeting 2020

The total expensed remuneration for CEO and other executives, including potential earlier obligations which are not yet due, is listed under note 4 in the annual report of 2019.

9. Information on material changes in the guidelines and shareholders' comments

The proposal for remuneration guidelines submitted to the annual general meeting 2020 does not comprise any significant changes to the company's current remuneration guidelines. The company has not received any comments from shareholders.

Item 15: Proposal for resolution on long-term incentive programme

To enable the Company to retain and recruit qualified personnel, the board proposes that the annual general meeting adopts a share ownership programme ("LTI 2020") for senior executives of the Company mainly in accordance with the following.

Summary of the programme

The board proposes that the annual general meeting adopts a new performance-based, long-term incentive programme, LTI 2020. The programme is proposed to comprise up to 12 persons, including the CEO, other senior executives and key employees of the Pricer group, and entitles the participants to two different employee stock options: matching stock options and performance-based stock options. Provided certain conditions are met during a three-year lock-up period, the matching stock options and the performance-based stock options, allocated in 2020, will entitle to class B shares as follows.

Private investment

To participate in the programme, the participants must purchase Class B Shares at market price ("Saving Shares").

The investment may total up to 15,000 shares for the CEO, 7,500 shares for other senior executives and 5,000 shares for key employees. The investment must be made during the period up until 29 May 2020, or an earlier date as resolved by the board. If the participant has access to insider information and is therefore unable to purchase Saving Shares in the Company before the date above, the purchase of Saving Shares shall take place as soon as possible, but no later than six (6) months from when the purchase was originally supposed to take place.

Allotment

For each Saving Share, Pricer will allot one (1) matching stock options and one (1) performance-based stock option.

Matching stock options

Matching stock options entitle, after the expiration of the lock-up period and provided that certain conditions set out below are met, to one (1) Class B Share ("Matching Share") each.

Performance-based stock options

The number of Class B Shares that each performance-based stock option entitles to ("Performance Share") depends on the satisfaction of certain financial targets in the Pricer group (defined as accumulated earnings per share (EPS) during the measurement period from 1 January 2020 up and including 31 December 2022). The levels that have been determined are "Entry", "Target" and "Stretch", with a linear increase within each level. Entry is the minimum level that must be exceeded for the performance-based stock options to entitle to allocation of Class B Shares.

Each level entitles to the following allotment of shares:

- Entry: Zero Performance Shares per performance-based stock option
- Target: 2.0 Performance Shares per performance-based stock option
- Stretch: 5.0 Performance Shares per performance-based stock option

Cap

Should the price of the B-share increase by more than 150% during the three-year lock-up period until the record date 31 May 2023, the number of B-Shares which the employee stock options entitle to will be reduced, whereby the maximum value that each participant can receive within LTI 2020 will be limited to a value corresponding to the maximum allocation of Class B Shares should the share have increased by 150% during the lock-up period. This cap enables the Company to control and predict the maximum scope and cost of the program.

Other terms for the employee stock options

In addition to the above, the following conditions apply to both matching stock options and performance-based stock options.

- Shares will be allotted after a three-year lock-up period (the "Lock-up Period")
- Allotment as well as exercising the employee stock option is, with certain exceptions, subject to the participant remaining employed in the Pricer group, that that the employment has not been terminated and that the participant has retained all the Saving Shares during the Lock-up Period
- Class B Shares are allotted free of charge
- Employee stock options do not entitle to compensation for dividend related to underlying shares
- Employee stock options may not be transferred or pledged
- the number of Class B Shares that each employee stock option entitle to will be recalculated in case of a possible bonus issue, split, rights issue or any other similar events

Structure and administration of the programme

The board will be responsible for the final structure and administration of LTI 2020, within the stated terms and guidelines. In connection therewith, the board will be entitled to adjust and make amendments if significant changes occur in the Pricer group or on its market which would result in the terms of LTI 2020 no longer being suitable.

Scope of the programme, effects on key figures, dilution and costs

LTI 2020 is expected to comprise no more than 525,000 Class B Shares based on Stretch level, excluding the senior executives' private investment, which corresponds to approximately 0.5% of the total number of outstanding shares in Pricer. Granted but not yet exercised right to shares under previous long-term ownership share programs totals approximately 0.9% of the total number of outstanding shares in Pricer. The impact on key ratios of the Company's incentive programmes is only marginal. Information about other long-term incentive programmes in Pricer may be found in the Company's annual report 2019, note 4 and on the Company's website, www.pricer.com.

LTI 2020 will be reported in accordance with IFRS 2 - Share-based remuneration. IFRS 2 stipulates that the employee stock options shall be expensed as a personnel cost over the vesting period. The expected costs for social security charges will be expensed as a personnel cost in the income statement through ongoing provisions during the three-year earnings period. The programme, assuming the Target performance level, is estimated to result in costs of approximately SEK 12,0 million before tax, distributed over the vesting period 2020-2022, i.e. an average annual cost of approximately SEK 4 million per year. At the Stretch performance level, the corresponding cost is estimated at approximately SEK 25,6 million, i.e. average annual costs of approximately SEK 8,5 million. The estimated costs have been calculated as the sum of salary costs, including social security contributions, and administrative costs for the programme. The estimates are based on assumptions of a share price of SEK 15.0 upon exercise of shares based on the employee stock options, that each participant invest to their individual limits, that social security charges average 30% and that no personnel turnover takes place among the participants in LTI 2020.

Hedge

LTI 2020 entails a financial exposure for the Company resulting from changes in the Pricer share price and expected allotment of Matching Shares and Performance Shares. To implement LTI 2020 in a cost-effective and flexible manner, the Board has considered various methods to enable the transfer of shares within LTI 2020, such as transfers of own shares held by the Company at the time of this notice or further purchases of own shares. The intention is not to issue new shares as a result of LTI 2020. To hedge LTI 2020, the board thus proposes under item 16 that the annual general meeting decide on transfer of the Company's own class B shares.

Motives

The purpose of LTI 2020 is to influence and reward long-term performance, align the interests to those of the shareholders and management, retain and recruit qualified personnel and provide variable remuneration instead of fixed salary. The board thus believes that the adoption of LTI 2020 will have a positive effect on the Pricer Group's continued development and that it is therefore beneficial for both the Company and its shareholders.

Preparation of the programme

The incentive programme has been prepared by the board and was discussed at board meetings in 2020 after which the board resolved that the programme be proposed at the annual general meeting.

Majority requirements

A resolution in accordance with the proposal requires that it is supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the meeting.

Item 16: Proposal for resolution on transfer of own class B shares to participants in LTI 2017-LTI 2020

The board proposes that the annual general meeting resolve on transfer of own class B

shares mainly in accordance with the following.

1. Up to 1,477,602 Class B Shares may be transferred.
2. The participants in LTI 2017, LTI 2018, LTI 2019 and LTI 2020 respectively are, with deviation from the shareholders' preferential rights, entitled to acquire the shares, with a right for each of the participants to acquire no more than the maximum number of shares allowed under the terms and conditions for the respective LTI.
3. The participants' right to acquire shares is conditional upon the fulfilment of all of the conditions of the respective LTI.
4. The shares must be transferred within the time period set out in the terms and conditions of the respective LTI.
5. The shares are transferred free of charge.
6. The number of shares that may be transferred to the participants in LTI 2017, LTI 2018, LTI 2019 and LTI 2020 respectively may be recalculated due to bonus issue, share split, rights issue and similar events.

The reason for the proposed transfer and for the deviation from the shareholders' preferential rights is to enable delivery of shares under LTI 2017, LTI 2018, LTI 2019 and LTI 2020.

The board proposes that a resolution under this proposal be subject to the general meeting having resolved to pass the board's proposal on LTI 2020 under item 15 on the agenda.

A resolution in accordance with the proposal in transfer of own class B shares to participants in LTI 2017, LTI 2018, LTI 2019 and LTI 2020 will not be valid unless supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the meeting.

Item 17: Proposal for resolution on authorisation for the board to resolve to issue new shares

The board proposes that the annual general meeting authorise the board, on one or more occasions before the next annual general meeting, with disapplication of the shareholders' preferential rights, to resolve to issue new Class B Shares at a number that does not exceed 10 percent of the total number of outstanding Class B Shares as per the day of this notice. New shares must be paid for with non-cash consideration or by set-off. The purpose of the authorisation is to give the board flexibility in its work to ensure that the Company may secure funding for company-or business acquisitions.

A resolution in accordance with the proposal requires that it is supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting.

Item 18: Proposal for resolution on authorisation for the board to resolve on acquisition and transfer of own shares

The board proposes that the annual general meeting authorise the board to, on one or several occasions during the period up until the annual general meeting 2021, resolve on acquisition of class B shares mainly in accordance with the following:

1. Acquisition of own shares must be made on Nasdaq Stockholm.
2. Own shares may be acquired to the extent the company's holdings of own shares in total amounts to no more than one tenth of all Class B Shares in the company.
3. Purchase orders may only be made within the stock market price interval registered at any time on Nasdaq Stockholm, such interval being the interval between the highest purchase price and the lowest sales price.

The purpose of the proposed authorisation is to create flexibility in the Company's ability to distribute profits to the shareholders, to act as a tool for the board to optimise the Company's capital structure if it is judged to be the best option for using the Company's cash, to secure the Company's obligations under its incentive programmes (including costs for social security charges) and to continuously adjust the number of shares held to secure obligations within the framework of the Company's incentive program.

The board further proposes that the annual general meeting resolve to authorise the board to, on one or several occasions during the period up until the annual general meeting 2021, resolve on transfers of own shares mainly in accordance with the following:

1. Transfer of own shares may be made on Nasdaq Stockholm.
2. Transfer may also be made otherwise, with or without deviation from the shareholders' preferential rights, against payment in cash, set-off, non-cash consideration or otherwise on specific terms.
3. The maximum number of shares that may be transferred is the total number of own shares held by the Company at the time of the board's resolution to transfer the shares.
4. Transfer of own shares on Nasdaq Stockholm shall be made at a price within the stock market price interval registered at any given time, such interval being the interval between the highest purchase price and the lowest sales price.
5. transfer of own shares in another manner than at Nasdaq Stockholm shall be made at a minimum price that shall be determined in close connection with the shares' quoted price at the time of the board's resolution to transfer the shares.

The authorisation is intended to be used in company or business acquisitions or for the purposes of covering costs related to the Company's incentive programs.

A resolution in accordance with the proposal requires that it is supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting.

Item 19: Proposal for resolution on changes in the articles of association

The board of directors proposes that the annual general meeting resolves on changes in the articles of association mainly in accordance with the following.

§ 3 (Corporate objective) in the articles of association is proposed to have the following wording.

The objective of the company is to, either through itself or through fully or partially owned subsidiaries, develop, produce, advertise, and sell digital communication- and data analytics solutions including both hard- and software and cloud-based services. The company shall also provide adjacent services such as installation, support, operation, consulting and other services necessary for the exploitation of the system as well as to pursue other activities compatible with these operations.

§6 (Share classes and shareholder's right when increasing the share capital) is proposed to have the following wording.

Two classes of shares may be issued, class A and class B. Class A-shares may be issued to such a number that they represent no more than one hundred (100) percent of the number of shares that may be issued in the company and class B-shares may be issued to such a number that they represent no more than one hundred (100) percent of the number of shares that may be issued in the company.

Class A-share conveys five (5) votes and class B-shares one (1) vote.

Class A-shares and class B-shares entitles equal quotas of the company's assets and profit.

In the event of an increase of the share capital by means of a cash issue or a set-off issue, holder of class A-shares and holder of class B-shares have preferential right to subscribe for new shares in proportion to their respective holdings in the company's share capital (equal preferential right).

If the company resolves to issue warrants or convertibles to be paid in cash or by set-off, the shareholders have preferential right to subscribe for warrants on such conditions as if the issue were for the shares that can be subscribed utilizing the warrant and a preferential right to subscribe for convertibles on such conditions as if the issue were for the shares into which the convertibles can be converted.

The aforementioned shall not entail any limitation to the possibility to resolve on issues to be paid in cash or by set-off in deviation from the shareholders' preferential right.

When increasing the share capital by bonus issue, new shares shall be issued of each class of shares in relation to the existing number of shares of each class. In these cases, existing shares of a certain class shall entitle the holder to new shares of the same class in proportion to the respective holding of the company's share capital.

§7 (Share conversion) is proposed to have the following wording.

It shall be possible to convert a class A-share into a class B-share in the following way.

Holder of a class A-share shall have the right to demand that such share shall be converted into a class B-share. A statement to that effect shall be made in writing to the company's board of directors. The statement shall specify the number of shares for which conversion is required. The company shall report the conversion for registration with the Swedish Companies Registration Office. Such conversion is deemed completed at the time of registration.

§8 (Composition of the board of directors) is proposed to have the following wording.

The board of directors shall, in addition to those members who can legally be appointed by somebody other than the general meeting, consist of no less than three (3) and no more than seven (7) board members without deputy board members.

§9 (Auditors) is proposed to have the following wording.

One (1) registered auditing firm or two (2) auditors with two (2) deputy auditors shall be appointed by the general meeting for the audit of the company.

§10 (Notice of general meeting) is proposed to have the following wording.

Notice of a general meeting shall be made by publication in Post- och Inrikes Tidningar as well as by being made available on the company's web page. Details on provision of notice shall be published in Svenska Dagbladet.

Shareholders wishing to participate in a general meeting shall notify the company no later than the day specified in the notice. Such day cannot be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and must not occur any earlier than the fifth week-day prior to the meeting.

Additionally, § 13 (specifically about C-shares) is proposed to be removed in its entirety, and certain editorial changes and re-numbering due to above suggested changes are proposed.

A resolution in accordance with the proposal requires that it is supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting.

Complete proposals and statements under the Swedish Companies Act, including the auditor's statement, as well as accounting documents and audit report for 2019, will be available at the Company's offices on Västra Järnvägsgatan 7, 111 64 Stockholm and on the Company's website, www.pricer.com, no later than three weeks before the general meeting. Copies of the documents will be sent to those shareholders who so requests and state their postal address.

Stockholm in March 2020
Pricer AB (publ)
The board of directors

Every care has been taken in the translation of this document. In the event of discrepancies, the Swedish original will supersede the English translation.

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About Pricer

Pricer AB, founded in Sweden in 1991, listed on the NASDAQ Stockholm, is a global leader in providing in-store digital shelf-edge solutions that enhance both store performance and the shopping experience. The increasingly feature-rich Pricer platform is fast, robust, interconnectable and scalable.