



## PRESS RELEASE

May 5, 2023

### Notice of Annual General Meeting in Pricer AB 2023

The board of directors of Pricer AB has resolved to convene an annual general meeting to be held Wednesday, June 7, 2023. Further details on the proposals can be found in the notice convening the meeting, below.

The notice is expected to be published in the Swedish Official Gazette (Post- och Inrikes Tidningar) and on the company's website within the next few days.

#### NOTICE OF ANNUAL GENERAL MEETING IN PRICER AB

The Annual General Meeting of Pricer AB will be held on Wednesday 7 June 2023 at 2:00 pm at Klara Konferens, Klarabergsviadukten 90, in Stockholm. Registration begins at 1:30 pm.

#### RIGHT TO ATTEND AND NOTIFICATION TO THE COMPANY

Anyone wishing to attend the meeting must

- (i) be entered as a shareholder in the share register kept by Euroclear Sweden AB as of Monday 29 May 2023,
- (ii) give notice to the Company of their intention to attend no later than Wednesday 31 May 2023.

Notification of attendance may be given in writing to the Company at the address Pricer AB, Att: Årsstämma, Box 215, 101 24 Stockholm, or by e-mail [ir@pricer.com](mailto:ir@pricer.com). When giving notification please state your name or company name, personal ID or company registration number, address and daytime telephone number. See below for further information on the processing of personal data.

#### NOMINEE REGISTERED SHARES

In order to be entitled to participate in the meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the annual general meeting, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of the record date Monday 29 May 2023. Such registration may be temporary (so-called voting rights registration) and request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such time in advance as decided by the nominee. Voting rights registration that have been made by the nominee no later than Wednesday 31 May 2023 will be taken into account in the presentation of the share register.

#### PROXY AND PROXY FORM

Anyone who does not attend the meeting in person may exercise their right at the meeting via a proxy in possession of a signed and dated form of proxy. Forms of proxy are available on the Company's website: [www.pricer.com](http://www.pricer.com). The form of proxy may also be obtained from the Company at the address above. If the proxy is issued by a legal entity, a copy of their registration certificate or equivalent documentary authority must be attached. The proxy must have been issued within the past year unless a longer period of validity is specified on the form of proxy, subject to a maximum of five years. To facilitate entry to the meeting, forms of proxy, registration certificates and other documentary authority must be received by the Company in good time before the meeting.

## PROPOSED 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. Presentation of the annual report and the auditor's report and the consolidated financial statements and the consolidated auditor's report;
8. 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;
9. Determination of the number of board members and deputies and auditors and deputy auditors;
10. Determination of fees to the board members and the auditors;
11. Election of the board members as well as chairman of the board and auditors;
12. The nomination committee's proposal for principles for appointment of the nomination committee before the annual general meeting 2024;
13. Resolution on approval of remuneration report;
14. Resolution on guidelines for remuneration to senior executives;
15. Resolution on long-term incentive programme (LTI 2023);
  - a) Resolution on share ownership program (LTI 2023);
  - b) Resolution on directed issue of warrants and approval of transfer of warrants
  - c) Resolution on transfer of own class B shares to participants in LTI 2023;
16. Resolution on authorisation for the board to resolve to issue new shares;
17. Resolution on authorisation for the board to resolve on acquisition and transfer of own shares;
18. Closing of the general meeting.

## RESOLUTIONS PROPOSED BY THE NOMINATION COMMITTEE

**Items 2, 9-11: 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:

- Monica Lagercrantz be elected chair of the annual general meeting or, in her absence, the one appointed by the nomination committee instead (item 2).
- The board be composed of six (6) directors with no deputies and that the Company have one (1) auditor with no deputy (item 9).

- Fees to the directors is proposed to total SEK 2,275,000 (2,275,000), of which SEK 650,000 (650,000) to the chairman of the board and SEK 325,000 (325,000) to each of the other five directors elected by the general meeting who are not employed by the Company. An additional fee of SEK 50,000 (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 10).
- As ordinary board members, re-election of Knut Faremo, Hans Granberg, Jonas Guldstrand and Jenni Virnes, and new election of Torbjörn Möller and Emil Ahlberg. Irene Waldemarson has declined re-election. Knut Faremo is proposed to be re-elected as chairman of the board (item 11).
- The registered accounting firm Ernst & Young AB be re-elected as the Company's auditor, as proposed by the audit committee (item 11).

**Emil Ahlberg** is 47 years old and has a M.Sc. from Stanford University, M.Sc. from Chalmers University of Technology and has studied economics at Harvard University. Emil Ahlberg has extensive experience from entrepreneurship, board work and investment activities from various positions within, among others, Investor AB, Provider Venture Partners and Grönklittsgruppen. He is CEO and founder of PLUS Asset Management with the index fund business PLUSfonder, with approximately SEK 2.5 billion under management. Emil Ahlberg owns 503,876 shares in Pricer AB.

**Torbjörn Möller** is 57 years old and has a master's degree in engineering from KTH. Torbjörn Möller has 18 years of experience in various COO positions in business management, product development and supply chain management in companies such as Cparta Cyber Defense, Tobii Technology AB, EA DICE and Pricer AB where he was Group Chief Operations Officer and member of the management team 2015–2018. Torbjörn Möller is the founder and COO of CPARTA Cyber Defense AB. Torbjörn Möller owns 1,000 shares in Pricer AB.

#### **Item 12: The nomination committee's proposal for principles for appointment of the nomination committee before the annual general meeting 2024**

The nomination committee proposes that the annual general meeting resolve that the nomination committee before the AGM 2024 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 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.

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 are now one of the three largest shareholders 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 2024: (a) proposal for board of 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.

## **RESOLUTIONS PROPOSED BY THE BOARD**

### **Item 8b: Resolution on appropriation of the Company's profit or loss according to the adopted balance sheet**

The board of directors proposes that no dividend shall be paid for the financial year 2022 and that the Company's available funds shall be balanced in a new account.

### **Item 13: Resolution on approval of remuneration report**

The board of directors proposes that the annual general meeting resolves on the approval of the board of directors remuneration report regarding remunerations pursuant to Chapter 8 Section 53a of the Swedish Companies Act.

### **Item 14: 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 2023. These guidelines do not apply to any remuneration decided or approved by the general meeting, for instance 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](http://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 may, in individual cases and after resolution from the board of directors, 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 sales and the operating profit. There may also be individualized measurable financial objectives. Weighting is done relatively between the objectives based on which focus management should have. 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. The board of directors may resolve that the pension shall also be paid on variable cash remuneration, whereby an amount corresponding to no more than 25 percent of such variable remuneration may be set aside.

### *Other benefits*

Other benefits may include, inter alia, medical insurance and Company cars. Such benefits may amount to not more than 10 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. Information on material changes in the guidelines and shareholders' comments**

The proposal for remuneration guidelines submitted to the annual general meeting 2023 does not comprise any significant changes to the Company's current remuneration guidelines. The board of directors has not received any comments from shareholders.

#### **Item 15: Proposal for resolution on long-term incentive programme (LTI 2023)**

Taken into account that the resolutions under items 15 a)-c) are conditional on each other, it is proposed that the resolutions under this item are taken as a joint resolution.

#### **Item 15 a): Resolution on share ownership programme (LTI 2023)**

To enable the Company to retain and recruit qualified personnel, the board proposes that the annual general meeting adopts a share ownership programme ("LTI 2023") 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 2023. 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 2023, will entitle to class B shares as follows (alternatively, warrants entitling to subscription of class B shares).

#### **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 14,000 shares for the CEO, 7,000 shares for other senior executives and 3,500 shares for key employees. The investment must be made during the period up until 14 June 2023, or an earlier date as resolved by the board.

In the event that the participant is prevented from investing in Saving Shares for regulatory reasons before the date originally decided by the board of directors, the board of directors has the right to extend the investment period.

#### **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 2023 up and including 31 December 2025). 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: 0 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 class B share increase by more than 200% during the lock-up period, the number of class B shares which the employee stock options entitle to will be reduced, whereby the maximum value that each participant can receive within LTI 2023 will be limited to a value corresponding to the maximum allocation of class B shares should the share have increased by 200% during the lock-up period.<sup>1</sup> 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 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 (alternatively, the participant is allotted warrants with the right to subscribe for class B shares)<sup>2</sup>
- 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, administration, and possibility to adjust the allocation mechanism**

The board will be responsible for the final structure and administration of LTI 2023, 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 2023 no longer being suitable.

If it is deemed appropriate and it can be done without unreasonable costs or work efforts for the Company, the board of directors has the right to adjust the allocation mechanism in the program. Such adjustments can be made, for example, by settling employee stock options in

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<sup>1</sup> Calculated in relation to the class B share's volume-weighted average price during the first quarter 2023.

<sup>2</sup> In the event that the participant is allotted a warrant instead of receiving a share of class B, the participant will be compensated by the Company for the additional cost incurred.



cash with a total amount corresponding to the tax in Sweden or abroad that the participant must pay due to the allotment in LTI 2023.

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

LTI 2023 is expected to comprise no more than 420,000 class B shares based on Stretch level, excluding the senior executives' private investment, which corresponds to approximately 0.4 % 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 0.6 % 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 2022, note 4, the Company's remuneration report, and on the Company's website, [www.pricer.com](http://www.pricer.com).

LTI 2023 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 lock-up 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 14 million before tax, distributed over the lock-up period 2023-2025, i.e. an average annual cost of approximately SEK 4.6 million per year. At the Stretch performance level, the corresponding cost is estimated at approximately SEK 28 million, i.e. average annual costs of approximately SEK 9,3 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 maximum share price of SEK 50,46 upon exercise of shares based on the employee stock options (which have increased with 200% during the lock-up period), 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 2023.

### **Hedge**

LTI 2023 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 2023 in a cost-effective and flexible manner, the board has considered various methods for delivery of shares within LTI 2023 and hedge of costs of the programme, such as repurchase and transfer of own shares to participants in LTI 2023 and transfer of warrants entitled to subscription of new shares. The board of directors has also taken into account that delivery of shares within LTI 2023 shall take place no earlier than 2026. In order to maintain full flexibility, the board of directors proposes that shares may be delivered according to both of the above alternative methods (in accordance with the board's proposal for a directed share issue of warrants and approval of transfer of warrants and the board of directors proposal for acquisition and transfer of own shares to participants in LTI 2023), with the right for the board to combine or elect any of them.

In order to implement LTI 2023 in a cost-effective way, the board's proposal for LTI 2023 is conditional on the general meetings resolution on the delivery and hedging methods proposed under item 15 b) and c).

### **Motives**

The purpose of LTI 2023 is to influence and reward long-term performance, align the interests to of 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 2023 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 2023 after which the board resolved that the programme be proposed at the annual general meeting.

**Item 15 b): Resolution on directed issue of warrants and approval of transfer of warrants**

The board of directors proposes that the general meeting resolves on a directed issue of 420,000 warrants with the right to subscribe for new shares in the Company, essentially in accordance with the proposal below.

1. The warrants are issued free of charge. Each warrant will give the right to subscribe for one new share of class B in the Company, thus the share capital will, upon full exercise of the warrants, increase by a maximum of SEK 420,000.
2. The right to subscribe for warrants shall, with deviation from the shareholders' preferential rights, be granted the Company itself.
3. Subscription of the warrants shall take place no later than 30 June 2023. The board of directors reserves, however, the right to extend the subscription period.
4. The warrants can be exercised to subscribe for shares in the Company from the registration of the warrants with the Swedish Companies Registration Office and up to and including 31 December 2026.
5. The warrants shall, when subscribing for class B shares, have a subscription price corresponding to the class B share's quota value, SEK 1.
6. The newly issued class B shares shall entitle to dividends from the first record date for dividends that occur after the registration of the class B shares with the Swedish Companies Registration Office.
7. The number of class B shares that can be subscribed for, for each warrant, may be recalculated in accordance with recalculation principles due to, among other things, bonus issue, aggregation or division of shares, rights issue or any similar event.

The reasons for deviation from the shareholders' preferential rights are that the Company wishes to implement LTI 2023.

**Transfer of warrants to participants in LTI 2023**

The board of directors proposes that the general meeting resolves to approve that the Company, on one or more occasions, may transfer the warrants to the participants in LTI 2023 in accordance with the terms of the LTI 2023.

**Transfer of warrants to cover costs for LTI 2023**

The board of directors proposes that the general meeting resolves to approve that the Company, on one or more occasions, transfers warrants to a third party to cover costs for LTI 2023.

**Item 15 c): Resolution on transfer of own class B shares to participants in LTI 2023**

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 420,000 class B shares may be transferred.
2. The participants in LTI 2023 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 of LTI 2023.

3. The participants' right to acquire shares is conditional upon the fulfilment of all of the conditions of LTI 2023.
4. The shares must be transferred within the time period set out in the terms and conditions of LTI 2023.
5. The shares are transferred free of charge.
6. The number of shares that may be transferred to the participants in LTI 2023 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 according to LTI 2023.

### **Majority requirements**

A resolution in accordance with the proposals in item 15 a)-c) 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 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 or without 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 in the Company at the time of utilisation of the authorisation. New shares may be paid for with cash payment, and/or 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.

The CEO shall have the right to make the adjustments in the decision on authorization that may prove necessary in connection with registration with the Swedish Companies Registration Office.

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 17: 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 2024, 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 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 2024, 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 for the purposes of covering costs related to the Company's incentive programs.

The board of directors statement pursuant to Chapter 19 Section 22 of the Swedish Companies Act will be held available together with the proposal.

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.

## **DOCUMENTS**

Complete proposals and statements under the Swedish Companies Act, including the auditor's statement, as well as accounting documents and audit report for 2022, will be available at the Company's offices on Västra Järnvägsgatan 7, 111 64 Stockholm and on the Company's website, [www.pricer.com](http://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.

## **INFORMATION AT THE MEETING**

The board of directors and the CEO shall, if any shareholder so requests and the board of directors believes that it can be done without material harm to the Company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances which may affect the assessment of the Company's or subsidiaries' financial position and circumstances that may affect the Company's relation to other companies within the Group.

## **NUMBER OF SHARES AND VOTING RIGHTS**

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, representing a total of 110,746,258 votes. As per the day of this notice, the Company holds 619,134 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>.

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Stockholm in May 2023  
**Pricer AB (publ)**  
*The Board of Directors*

**For further information, please contact:**

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

**About Pricer**

Pricer is a leading global technology company serving the rapidly growing smart retail market with in-store digital solutions that enhance both store performance and the shopping experience. Through electronic shelf labels, advanced technology, such as optical wireless communication and AI, and continuous innovation, Pricer offers the foundation for in-store communication and efficiency. The industry-leading Pricer platform delivers benefits from 30 years of deployment experience and is fast, robust, interconnectable and scalable. Pricer was founded in Sweden in 1991 and is listed on Nasdaq Stockholm. For further information, please visit [www.pricer.com](http://www.pricer.com)