

Minutes kept at the Annual General Meeting in Pricer AB, reg. no. 556427-7993, (the “**Company**”), held on Wednesday 13 May 2026 in the premises of Advokatfirman Vinge, Smålandsgatan 20, in Stockholm.

**1. Opening of the General Meeting**

The General Meeting was opened by the Chairman of the Board, Bernt Ingman.

**2. Election of Chair of the General Meeting**

It was resolved, in accordance with the Nomination Committee’s proposal, to elect Dain Hård Nevenon, member of the Swedish Bar Association, from Advokatfirman Vinge, as Chair of the General Meeting.

It was noted that Elias Kröger from Advokatfirman Vinge had been assigned to keep the minutes at the General Meeting.

The General Meeting resolved that certain persons who were not shareholders were entitled to attend the General Meeting, but without the rights to address the General Meeting or to participate in the General Meeting’s resolutions.

**3. Drawing up and approval of the voting list**

It was resolved to adopt the proposed voting list as the voting list for the General Meeting, [Appendix 1](#).

**4. Approval of the agenda**

It was resolved to approve the agenda proposed in the notice of the General Meeting.

**5. Election of one or two persons to approve the minutes**

It was resolved to elect Emelie Möller from KANTER Advokatbyrå KB, to approve the minutes.

**6. Determination of whether the General Meeting was duly convened**

It was noted that notice of the Annual General Meeting had been published in the Official Swedish Gazette (Sw. *Post- och Inrikes Tidningar*) on 15 April 2026 and had been available on the Company’s website since 10 April 2026. An advertisement of the notice had been published in Svenska Dagbladet on 15 April 2026.

It was concluded that the meeting had been duly convened.

**7. Presentation of the annual report and the auditor’s report and the consolidated financial statements and the consolidated auditor’s report**

The Chair of the General Meeting concluded that the annual report and the auditor’s report, as well as the consolidated financial statements and the consolidated auditor’s report, for the financial year 2025 were presented at the General Meeting.

The CEO, Magnus Larsson, held a speech on the business year of 2025.

The auditor in charge, Victor Lindhall, presented the audit work and commented on the auditor’s report.

**8 a. Resolution on adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet**

It was resolved to adopt the income statement and the balance sheet, and also the consolidated income statement and the consolidated balance sheet, for the financial year 2025.

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

It was resolved, in accordance with the Board's proposal, that no dividend shall be paid for the financial year 2025 and that the Company's available funds shall be balanced in a new account.

**8 c. Resolution on discharge from personal liability for the Board members and the CEO**

It was resolved to discharge the Board members (including Board members who resigned or were appointed during the financial year) and the CEO from personal liability for the management of the Company during the financial year 2025.

It was noted that shareholding Board members and the CEO, who are included in the voting list directly, through representatives or as representatives of others, did not participate in the decision as far as the Board member or the CEO himself was concerned.

**9. Determination of the number of Board members and deputies and auditors and deputy auditors**

It was resolved, in accordance with the Nomination Committee's proposal, that the Board is to be composed of five (5) directors, with no deputies, for the period up to the closing of the Annual General Meeting 2027.

It was resolved, in accordance with the Nomination Committee's proposal, that the Company shall have one (1) auditor with no deputy, for the period up to the closing of the Annual General Meeting 2027.

**10. Determination of fees to the Board members and the auditors**

It was resolved, in accordance with the Nomination Committee's proposal, that fees to the Board members for the period up to the close of the next Annual General Meeting will be paid with SEK 700,000 to the Chair of the Board and SEK 350,000 to each of the other Board members elected by the General Meeting who are not employed by the Company. An additional fee of SEK 100,000 will be paid to the Chair of the audit committee and an additional fee of SEK 75,000 will be paid to each of the other ordinary members of the audit committee.

It was resolved, in accordance with the Nomination Committee's proposal, that fees to the auditor for services performed is to be paid in accordance with invoices approved by the Company.

**11. Election of the Board members as well as Chairman of the Board and auditors**

It was noted that the General Meeting had been provided with a presentation of the proposed Board members including information on assignments held in other companies.

It was resolved, in accordance with the Nomination Committee's proposal, to re-elect Bernt Ingman, Ole Mikael Jensen, Emil Ahlberg, Jenni Virnes and Giulia Nobili. It was resolved to re-elect Bernt Ingman as Chairman of the Board.

It was resolved, in accordance with the Nomination Committee's proposal, to re-elect the registered accounting firm Öhrlings PricewaterhouseCoopers AB as the Company's auditor.

**12. Resolution on principles for appointment of the Nomination Committee before the Annual General Meeting 2027**

It was resolved, in accordance with the Nomination Committee's proposal, on principles for appointment of the Nomination Committee before the Annual General Meeting 2027, [Appendix 2](#).

**13. Presentation of the remuneration report for approval**

It was resolved, in accordance with the Board's proposal, to approve the Board's remuneration report, [Appendix 3](#).

**14. Resolution on authorisation for the Board to resolve to issue new shares and/or warrants**

It was resolved, in accordance with the Board's proposal, on authorisation for the Board to resolve to issue new shares and/or warrants, [Appendix 4](#).

It was noted that the resolution was passed with the required majority, i.e. by shareholders representing at least two thirds of both the votes cast and the shares represented at the General Meeting.

**15. Resolution on authorisation for the Board to resolve on transfer of own shares**

It was resolved, in accordance with the Board's proposal, on authorisation for the Board to resolve on transfer of own shares, [Appendix 5](#).

It was noted that the resolution was passed with the required majority, i.e. by shareholders representing at least two thirds of both the votes cast and the shares represented at the General Meeting.

**16. Closing of the General Meeting**

The Chair of the General Meeting declared the General Meeting closed.

*At the minutes:*

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Elias Kröger

*Approved:*

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Dain Hård Nevonen

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Emelie Möller

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**Item 12: Resolution on principles for appointment of the nomination committee before the annual general meeting 2027**

The nomination committee proposes that the annual general meeting resolve that the nomination committee before the annual general meeting 2027 is appointed mainly in accordance with the following principles.

The chairman 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 chairman 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 current nomination committee. Shareholders who wish to participate in a shareholder group prior to this process must notify the chairman 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 2027: (a) proposal for board, (b) proposal for auditor, (c) proposal for chairman of the board, (d) proposal for director's fees to each of the directors and the chairman and remuneration for committee work, (e) proposal for remuneration to the auditor, (f) proposal for chair of the annual general meeting and (g) principles for appointment of the nomination committee.

## Ersättningsrapport 2025 - Pricer AB (publ)

### Introduktion

Denna rapport beskriver hur riktlinjerna för ersättning till ledande befattningshavare för Pricer AB, antagna av årsstämman 2025, tillämpades under år 2025. Rapporten innehåller även information om ersättning till verkställande direktören samt en sammanfattning av bolagets utestående aktie- och aktiekursrelaterade incitamentsprogram. Rapporten har upprättats i enlighet med aktiebolagslagen och Kollegiets för svensk bolagsstyrning *Regler om ersättningar till ledande befattningshavare och om incitamentsprogram*.

Ytterligare information om ersättningar till ledande befattningshavare finns i not 4 (Anställda och personalkostnader) på sidorna 60-63 i årsredovisningen för 2025. Styrelsen är ersättningsutskott och information om styrelsens arbete under 2025 finns i bolagsstyrningsrapporten på sidorna 37-44 i årsredovisningen för 2025.

Styrelsearvode omfattas inte av denna rapport. Sådant arvode beslutas årligen av årsstämman och redovisas i not 4 på sidan 62 i årsredovisningen för 2025.

### Utveckling under 2025

Verkställande direktören sammanfattar bolagets övergripande resultat i sin redogörelse på sidorna 6-7 i årsredovisningen 2025.

### Bolagets ersättningsriktlinjer: tillämpningsområde, ändamål och avvikelser

En framgångsrik implementering av Pricers affärsstrategi och tillvaratagandet av bolagets långsiktiga intressen, inklusive dess hållbarhet, förutsätter att bolaget kan rekrytera och behålla kvalificerade medarbetare. Målsättningen med Pricers ersättningspolicy för ledande befattningshavare är därför att erbjuda konkurrenskraftig och marknadsmässig ersättning, så att kompetenta och skickliga medarbetare kan attraheras, motiveras och behållas. Dessa riktlinjer möjliggör att ledande befattningshavare kan erbjudas en konkurrenskraftig totalersättning.

Ersättningen skall bestå av fast lön, rörlig kontantersättning, pensionsförmåner samt övriga ersättningar. Bolagsstämman kan därutöver – och oberoende av dessa riktlinjer – besluta om exempelvis aktie- och aktiekursrelaterade ersättningar. Den totala kompensationen skall vara marknadsmässig och stödja aktieägarnas intresse genom att möjliggöra för bolaget att attrahera och behålla ledande befattningshavare.

Riktlinjerna finns på sidorna 60-63 i årsredovisningen för 2025. Bolaget har under 2025 följt de tillämpliga ersättningsriktlinjerna som antagits av bolagsstämman. Revisorns yttrande över bolagets efterlevnad av riktlinjerna finns tillgänglig på <https://www.pricer.com/sv/om-pricer/bolagsstyrning/arsstamma/>. Ingen ersättning har krävts tillbaka. Utöver den ersättning som omfattas av ersättningsriktlinjerna har bolagets årsstämmor beslutat att införa långsiktiga aktierelaterade incitamentsprogram.

## Tabell 1 – Totalersättning till VD under 2025 (KSEK)

Befattningshavarens namn (position)	Grundlön/ arvode	Aktiespar-program	Pension	Övriga ersättningar & förmåner	Total ersättning	Andel fast ersättning %	Andel rörlig ersättning %
Magnus Larsson VD	3676	242	931	210	5 146	94%	6%

Rörlig ersättning avser ettårig rörlig ersättning i form av bonus kostnadsförd år 2025 vilken avses att utbetalas 2026.

Aktiesparprogram avser flerårig rörlig ersättning kostnadsförd under 2025 för aktieprogram som uppskattas intjänas åren 2023-2025 beroende på utfallet under prestationsperioderna.

VDs pensionsvillkor uppgår till 25 procent av den fasta lönen och är premiebestämd.

Övriga ersättningar och andra förmåner inkluderar semesterersättning om 81 KSEK samt bil-, drivmedels- och sjukvårdsförmån om 97 KSEK. Därutöver traktamenden om 32 KSEK.

Inga extraordinära ersättningar har förekommit under räkenskapsåret.

### Aktiebaserad ersättning: Utestående aktierelaterade och aktiekursrelaterade incitamentprogram

Vid årsstämman 2022 fattades beslut om prestationsbaserade aktiesparprogram omfattande vissa ledande befattningshavare och nyckelpersoner i Pricer-koncernen. Efter en initial investering av deltagaren i Pricers B-aktie till marknadspris ("sparaktier") erhåller deltagaren en matchningsaktierätt och en prestationsbaserad aktierätt per investerad aktie. Aktierätterna ger, efter en intjänandeperiod om tre år, rätt till en matchningsaktie och upp till fem prestationsaktier beroende på utfallet avseende prestationsvillkoret. Det antal aktier av serie B som varje prestationsbaserad aktierätt ger rätt till är beroende av uppfyllandet av vissa, av styrelsen, fastställda nivåer för värdeskapande i Pricer-koncernen. Prestationsvillkoren baseras på resultat per aktie under den treåriga prestationsperioden (relativ viktning 100%). För tilldelning krävs att deltagaren alltså är anställd i Pricer-koncernen samt har bibehållit sparaktierna under intjänandeperioden.

Om priset på B-aktien skulle öka med mer än 200% (LTI-2022) respektive under den treåriga intjäningsperioden, kommer antalet B-aktier, som aktierätterna ger rätt till att minska, varmed det maximala värdet som respektive deltagare kan erhålla under LTI begränsas till värdet motsvarande maximal tilldelning av B-aktier vid en ökning av aktiekursen med 200% (LTI-2022) under intjäningsperioden. Under 2025 tilldelades aktierna ur det sista LTI-programmet (LTI-2022).

Vid årsstämman 2024 och 2025 fattades beslut att införa ett incitamentsprogram i form av teckningsoptioner för vissa anställda inom Pricer-koncernen, varigenom teckningsoptioner vederlagsfritt emitteras till bolaget som därefter överlåter teckningsoptionerna till anställda i koncernen för teckningsoptionernas marknadsvärde. Sammanlagt har 750 000 teckningsoptioner emitteras för att möjliggöra tilldelning, vilket motsvarar cirka 0,46 procent av utestående aktier i bolaget. Varje teckningsoption berättigar optionsinnehavaren till teckning av en ny B-aktie i bolaget till en teckningskurs motsvarande 130 procent av den volymvägda genomsnittskursen för bolagets B-aktie på -Nasdaq Stockholm under den närmaste perioden om tio handelsdagar omedelbart före erbjudandet om teckning av teckningsoptionerna, dock som minimum aktiens kvotvärde. Teckning av aktier med stöd av teckningsoptioner kan äga rum under perioden från och med den 1 augusti 2028.

Information om incitamentsprogrammen finns på sidan 63 i årsredovisningen för 2025.

## Tabell 2 – Aktiesparprogram (VD)

Nedan tabell avser befattningshavaren Magnus Larsson.

Aktiesparprogram	LTI-2022	Totalt
Prestationsperiod	2022 - 2024	-
Datum för tilldelning	01/06/2022	-
Datum för intjänande	31/05/2025	-
Utgång av inläsningsperiod	31/05/2025	-
Tilldelade matchningsaktierätter	10 800	10 800
Tilldelade prestationsaktierätter	54 000	54 000
		0
Utestående aktierätter 1 januari 2025	64 800	64 800
Tilldelade aktierätter under året	-12 022	-12 022
Intjänade aktierätter under året	-	0
Förverkade aktierätter under året	-52778	-52 778
<b>Utestående 31 december 2025</b>	<b>0</b>	<b>0</b>
Återstående antal månader till förfall per 31 decer	0	
Kurs vid tilldelning, SEK	20,19	-
Värde vid tilldelning, KSEK	1 308	1 308
Kurs vid intjänande, SEK	-	-
Värde vid intjänande, KSEK	-	0
Redovisad ersättning kostnadsförd under ?	242	242

Kostnadsfört belopp under året baseras på värde vid tilldelning, estimerat utfall under prestationsperioden samt antal månader under räkenskapsåret jämfört med totala intjäningsperioden. Kostnaden är negativ då det estimerade utfallet av prestationsaktierätter har minskat.

Sparaktier, i vilka den verkställande direktören har investerat för att bli berättigad att delta i programmen, inkluderas inte i tabellen.

## Tillämpning av prestationskriterier

Prestationskriterierna för den verkställande direktörens rörliga ersättning har valts för att förverkliga bolagets strategi och för att uppmuntra agerande som ligger i bolagets långsiktiga intresse. Vid valet av prestationskriterier har de strategiska målen samt kort- och långsiktiga affärsprioriteringar för år 2025 beaktats. De icke-finansiella prestationskriterierna bidrar vidare till anpassning till hållbarhet samt bolagets värderingar.

## Tabell 3 – VDs prestation under det rapporterade räkenskapsåret

Befattningshavarens namn (position)	Beskrivning av kriterier hänförliga till ersättningskomponenten	Relativ viktning av prestationskriterier	Uppmått prestation	Faktisk tilldelning / ersättningsutfall KSEK
Magnus (VD)	Orderingång 2024	60%	0%	0
	Rörlig ersättning Rörelseresultat 2024	40%	0%	0
	Aktiebaserad ersättning Resultat per aktie 2023-2025	100%	100%	242

## Jämförande information avseende förändringar i ersättning och bolagets resultat

**Tabell 4 – Förändringar i ersättning och bolagets resultat under de senaste fem räkenskapsåren (KSEK)**

<b>Belopp i KSEK om annat ej anges</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>
VD under räkenskapsåren:					
Helena Holmgren	Helår	t.o.m 10 feb.			
Magnus Larsson		fr.o.m. 13 feb.	Helår	Helår	Helår
Total ersättning till VD	4 010	4 657	4 891	4 471	5 146
<i>Förändring mot föregående år</i>	-2 235	647	234	-420	675
<i>Förändring mot föregående år %</i>	-36%	16%	5%	-9%	15%
Koncernens rörelseresultat	97 235	21 091	15 370	190 508	50 885
<i>Förändring mot föregående år</i>	-57 950	-76 144	-5 721	175 138	-139 623
<i>Förändring mot föregående år %</i>	-37%	-78%	73%	1239%	-73%
Genomsnittlig ersättning per anställd*	773	725	705	767	796
<i>Förändring mot föregående år</i>	38	-48	-20	62	29
<i>Förändring mot föregående år %</i>	5%	-6%	-3%	9%	4%

\* Baserat på medelantalet anställda i moderbolaget Pricer AB, exklusive medlemmar i koncernledningen

Stockholm i mars 2026  
**Pricer AB (publ)**  
 Styrelsen

**Item 14: Resolution on authorisation for the board to resolve to issue new shares and/or warrants**

The board proposes that the annual general meeting resolves to authorise the board to, until the next annual general meeting, on one or more occasions, decide upon issuances of new class B shares and/or issuance of warrants. New issues of class B shares and issues of warrants may occur with or without preferential rights for shareholders of the company and may be made either in cash and/or by way of set-off or contribution in kind or otherwise on specific terms. The number of shares issued, or number of shares created in connection with exercise of warrants, may not correspond to a dilution of more than 10 percent of the total number of outstanding class B shares at the annual general meeting's resolution on the proposed authorisation, after full exercise of the hereby proposed authorisation. 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 authorisation 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 15: Resolution on authorisation for the board to resolve on transfer of own shares**

The board 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 2027, 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. In the event of transfers other than on Nasdaq Stockholm, the price shall be determined so that it is not less than what is in line with market conditions, whereby a market discount in relation to the share price may be applied.

The authorisation is intended to be used 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.