

Reasoned statement regarding the nomination committee's proposals to the annual general meeting of Pricer AB (publ) on 23 May 2025

Background

Pricer AB ("**Pricer**" or the "**Company**") has resolved to establish a nomination committee with the task of annually submitting proposals for the annual general meeting regarding proposal for board, proposal for chairman of the board, proposal for director's fees to non-employed board members, proposal for auditor, proposal for remuneration to the auditor, proposal for chair of the annual general meeting and guidelines for the appointment of the nomination committee.

In accordance with the resolution of Pricer's annual general meeting on 7 May 2024, the members of the nomination committee for the annual general meeting 2025 have been appointed by the chairman of the board contacting the Company's three largest shareholders or group of two or more shareholders (shareholder group) who have notified the chairman of the board that they wish to jointly participate in the nomination committee's work.

The nomination committee for the annual general meeting 2025 has consisted of (i) Göran Sundholm, own holding, (ii) Giulia Nobili, nominated by Sterling Strategic Value Fund S.A., Luxemburg, and (iii) Marc St John Webb, nominated by Quaero Capital S.A., Switzerland. Giulia Nobili has been elected chairman of the nomination committee. The names of the members of the nomination committee were announced on 22 October 2024.

The nomination committee has held four meetings and has also been in contact by telephone etc. As a basis for the nomination committee's work, an external evaluation of the work of the board and the efforts of the members and the CEO has been conducted.

Proposal for election of chair of the general meeting

The nomination committee proposes that Dain Hård Nevonen, member of the Swedish Bar Association, from Advokatfirman Vinge, or, in his absence, the person appointed by the nomination committee, is elected chair of the general meeting.

Proposal for election of board

The nomination committee has decided to propose the following to the annual general meeting regarding the number of board members and election of board members.

The nomination committee proposes that the number of members of the board shall be five (5).

The nomination committee proposes, for the period until the end of the next annual general meeting, re-election of Bernt Ingman, Ole Mikael Jensen, Emil Ahlberg,

Jenni Virnes and Linda Pimmeshofer. Torbjörn Möller has declined re-election. Bernt Ingman is proposed to be re-elected as chairman of the board.

Information about the proposed board members is available on the Company's website, www.pricer.com.

In the nomination committee's opinion, the proposal for the composition of the board fulfils the requirements for independent board members set out in the Swedish Corporate Governance Code.

Proposal for remuneration to the board

The nomination committee proposes that fees to the board including fees for work in respect of committees, for the coming term, shall be paid with a total of SEK 2,350,000 (2,425,000), of which SEK 700,000 (650,000) to the chairman of the board and SEK 350,000 (325,000) to each of the other four directors elected by the general meeting who are not employed by the Company. An additional fee of SEK 100,000 (50,000) will be paid to the chair of the audit committee and an additional fee of SEK 75,000 (50,000) will be paid to each of the other ordinary members of the audit committee.

The nomination committee's statement regarding the proposal for the board

In the nomination committee's opinion, the work of the board has served well.

The board is considered to have a broad range of expertise that is well suited to the commercial development of the Company and value creation for the shareholders. The composition of the board's diversity policy and its objectives shall be governed by the provisions of section 4.1 of the Swedish Corporate Governance Code. The proposed board members for the coming year consists of two women and three men.

Proposal for election of auditor and remuneration to the auditor

The nomination committee proposes that the Company shall have one (1) auditor with no deputy. The nomination committee further proposes new election of Öhrlings PricewaterhouseCoopers AB as auditor (who has notified that Victor Lindhall will be acting as auditor in charge). The audit committee's recommendation regarding the election of auditor is in accordance with the nomination committee's proposal and has been preceded by a procurement process in accordance with the stipulated requirements and guidelines and the nomination committee notes that the audit committee assures that it has not been influenced by a third party and has not been forced by any terms that restrict the general meeting's freedom of choice. Remuneration to the auditor is proposed to be paid in accordance with approved invoices.

Stockholm in April 2025
Pricer AB (publ)
The nomination committee