

Item 14: The board of directors' proposal on 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 the "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 2025. 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.

Long-term incentive programs have been implemented in the Company. Such plans have been resolved by the general meeting and are therefore excluded from these guidelines, in addition to the limits set out below in relation to long-term cash-based incentive programs.

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 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.

Long-term cash-based incentive programs

The board considers it important to offer long-term incentive programs to attract and retain key personnel and to give them the opportunity to take part of the Company's success in the same way as the shareholders. In this way, the long-term incentive programs contribute to the Company's long-term value creation and results. The long-term incentive programs that can be offered are share-related or share-price-related programs and/or long-term cash-based programs; all are at least three-year programs. For all cash-based programs there is a cap of maximum 80 percent of the fixed annual salary for the CEO, also president, and 70 percent of the fixed annual salary for the other senior executives.

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 not 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 as 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 as 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 as remuneration committee shall apply to such committee.

7. Consulting assignments for board members

If a board member performs work on behalf of the Company, in addition to board work, consultancy fees and other remuneration for such work may be paid by special resolution of the board of directors. No remuneration shall be paid for board work in addition to the board fee resolved by the general meeting.

8. 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.

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

Compared to the previously adopted guidelines, the following amendments have been made to these proposed guidelines:

- amendment regarding the possibility for the board to introduce long-term cash-based incentive programs for key personnel within the Pricer group, and
- amendment regarding consultancy fees to board members who perform work on behalf of the Company in addition to board work.

Apart from the above, no significant changes have been made to these proposed guidelines, compared to the previously adopted guidelines. The board of directors has received comments from certain major shareholders regarding the drafting of the proposed amendments to the guidelines and has taken these into consideration.

Stockholm in April 2025

Pricer AB (publ)

The board of directors