

# Corporate Governance Report

Pricer AB (publ) is a Swedish public company domiciled in Stockholm. The company's Class B share is quoted on the Mid Cap list of Nasdaq Stockholm.

This corporate governance report has been prepared in accordance with the Swedish Annual Accounts Act and the rules in the Swedish Corporate Governance Code, "the Code" (more information about the Code is available at [www.bolagsstyrning.se](http://www.bolagsstyrning.se)).

This report has been submitted by the Board of Directors of Pricer AB but is not part of the formal financial statements. According to the Board of Directors, Pricer followed the Code in all respects during 2024. The report has been read by the company's auditor, who has issued a separate opinion that the statutory information in the corporate governance report is consistent with that in the annual report and the consolidated financial statements.

### Share structure and ownership

Pricer has two share classes: Class A shares and Class B shares. Class A shares carry five votes per share, and Class B shares carry one vote per share. On the balance sheet date, there were 225,523 Class A shares and 163,739,614 Class B shares, all with a quota value of SEK 1 each.

There were 16,693 (17,176) shareholders as at December 31, 2024. The ten largest shareholders held 50 percent of the number of shares and votes. For more information about shareholders, see pages 31–32.

### Annual General Meeting

Pricer's highest governing body is the Annual General Meeting (AGM), where all shareholders have the right to attend, have matters addressed and vote for all their shares. The AGM is held once per year (if applicable, an Extraordinary General Meeting may also be held). The AGM appoints the Board members and the chair of the Board, elects the auditors, and decides on amendments to the Articles of Association. In addition, the AGM adopts the income statement and balance sheet and approves the appropriation of the company's profit



or loss. The AGM also decides on discharge from liability for the Board members and the CEO, decides on fees for the Board and auditors and establishes the principles for remuneration of the CEO and senior executives. The AGM of Pricer is normally held in April or May in Stockholm. The date and location of the AGM is announced as soon as the Board has made its decision, normally in connection with the Q3 report. Information about the date and location of the AGM can be found on the company's website [www.pricer.com](http://www.pricer.com).

Notice of the AGM is published by announcement in the Swedish Official Gazette (Post- och Inrikes Tidningar), in the newspaper Svenska Dagbladet and on the company's website.

Shareholders who are registered in their own name in the share register maintained by Euroclear Sweden AB on the record date and have notified the company by the specified date are entitled to attend the AGM and vote for their shares. Shareholders who are unable to attend may be represented by proxy.

All information about the company's general meetings is available on the company's website.

The Articles of Association contain no restrictions on the number of votes each shareholder may cast at a general meeting, nor is the issue of amending the Articles of Association regulated.

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**Nomination Committee**

The Nomination Committee represents Pricer’s shareholders. The tasks of the Nomination Committee are to evaluate the composition and performance of the Board and prepare proposals for approval by the AGM regarding the election of the chair of the AGM, the chair of the Board, Board members and auditors. The Nomination Committee must also prepare proposals for the AGM regarding fees to the Board and auditors. Finally, the Nomination Committee proposes principles for the appointment of a new Nomination Committee. Shareholders may submit proposals to the Nomination Committee in accordance with the instructions on the company’s website.

According to the Code, the Nomination Committee must consist of at least three members, one of whom must be appointed the chair. The AGM must appoint the members of the Nomination Committee or specify how they should be appointed.

No remuneration is paid to the Nomination Committee.

**Board of Directors**

*Size and composition*

Board members are appointed by the shareholders at the AGM for the period until the end of the next AGM. In accordance with the Code, the chair of the Board is also appointed by the AGM.

In accordance with the Articles of Association, the Board of Pricer must consist of a minimum of three and a maximum of seven members, and the AGM decides on the exact number of Board members.

For a presentation of the Board members, see page 39.

*Role*

The chair of the Board is responsible for organizing and overseeing the work of the Board and ensuring that this work is performed in accordance with the applicable rules. The chair of the Board continuously monitors operations through a dialogue with the CEO and ensures that the Board is provided with the information and documentation necessary for it to discharge its duties. The chair of the Board is responsible for ensuring that the work of the Board is well-organized and carried out efficiently and that the Board discharges its obligations. The chair is responsible for ensuring that the other Board members receive the information and documentation necessary for high-quality discussions and decisions and verifies that the Board’s decisions are carried out.

The Board is responsible for the company’s strategy and organization as well as the management of the company’s affairs. The Board ensures that the company’s organization is designed to enable the verification of the accounting, cash management and other financial matters in a satisfactory manner. The Board continuously monitors the financial situation of the company and the Group, which is reported monthly, to ensure that the Board can meet its assessment obligation as required by law and the listing rules. The work of the Board is governed by specially formulated rules of procedure. Generally, the Board handles matters of material significance to the Group, such as strategic plans, budgets and forecasts, product development, capital tied up, financing and the acquisition of companies and businesses or significant investments.

*Committees*

The Board has appointed an Audit Committee. Within the framework of the Board’s duties, the tasks of the Audit Committee include monitoring the company’s financial reporting and preparing matters regarding the company’s financial reporting and audit in accordance with Chapter 8, Section 49b, of the Swedish Companies Act and performing the duties imposed by EU Regulation No 537/2014. The Audit Committee has also regularly supported the CEO in major financing and structural matters and in the preparation of these matters for the Board.

The Board of Directors has decided not to establish a Remuneration Committee. The Board considers it to be more suitable for its members to discharge the tasks applied to the Remuneration Committee in accordance with the Code. The Board of Directors prepares matters related to remuneration and terms of employment for senior executives and draft guidelines for remuneration of the CEO and senior executives, which the Board submits to the AGM for resolution.

*Evaluation of the Board*

The chair of the Board is responsible for the evaluation of the Board of Directors’ performance, including the contributions of individual members. During the year this was carried out by an external provider who conducted a board evaluation including interviews of all board members.

**CEO and Executive Management**

The CEO is appointed and dismissed by the Board, and their performance is evaluated regularly by the Board without the presence of the company’s management. The company’s CEO supervises the ongoing operating activities. Written instructions define the division of responsibilities between the Board of Directors and the CEO. The CEO reports to the Board and presents a special CEO report at each Board meeting, which among other things contains information about how the business is developing based on the decisions taken by the Board.

The CEO prepares the agenda in consultation with the chair ahead of each meeting and determines the required supporting data and documentation necessary to deal with the matters at hand. Other members may request that certain matters be added to the agenda. Prior to each scheduled meeting, the CEO provides the Board with a status report containing as a minimum the following points: the market, sales, production, research and development, finance, staff and, where appropriate, legal disputes. Pricer’s Executive Management comprises, in addition to the CEO, members who bear operating responsibility for the various parts of the organization. For a presentation of the members of Executive Management, see page 40.

**External Auditor**

The Auditor is appointed by the AGM following a proposal by the Nomination Committee. The audit firm Ernst & Young AB was elected Auditor by the 2024 AGM until the 2025 AGM, with Authorized Public Accountant Jakob Wojcik as auditor-in-charge.

**Control instruments**

Corporate governance within Pricer takes place through external rules such as the Swedish Companies Act, Nasdaq Stockholm’s Rules for Issuers, the Swedish Corporate Governance Code (“the Code”) and other relevant laws, ordinances and rules. The internal regulatory framework that regulates the governance of Pricer consists mainly of the Articles of Association, the rules of procedure for the Board, instructions for the CEO, and other policy documents adopted by the Board for various areas, e.g., approval and authorization rules, finance, and communication.

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2024 Annual General Meeting

Pricer AB's AGM was held on May 7, 2024. 26 percent of the votes and 26 percent of the number of shares in the company were represented at the meeting.

The AGM adopted the following resolutions:

- To adopt the income statement, balance sheet and consolidated income statement and consolidated balance sheet.
- To discharge the Board of Directors and the CEO from liability for the 2023 financial year.
- The AGM resolved, in accordance with the Nomination Committee's proposal, to re-elect Bernt Ingman, Ole Mikael Jensen, Emil Ahlberg, Torbjörn Möller and Jenni Virnes to the Board and to elect Linda Pimmeshofer as a new member. To re-elect Bernt Ingman chair of the Board.
- To pay Board fees for the next term of office of SEK 650 T to the chair and SEK 325 T to each Board member. To pay fees for the chair and member of the Board's Audit Committee of SEK 50 T each. To pay fees for the auditors in accordance with invoices approved by the company.

- To re-elect Ernst & Young AB as the company's Auditor for the period until the end of the next AGM in accordance with the proposal of the Nomination Committee and the recommendation of the Audit Committee.
- To adopt the Nomination Committee's proposed principles for appointment of the Nomination Committee for the 2025 AGM.
- To adopt the principles for remuneration of senior executives.
- To approve the long-term incentive program according to the Board of Director's proposal.

The AGM's resolutions in their entirety are set out in the full minutes of the AGM, which are available with other information about the AGM on the company's website, [www.pricer.com](http://www.pricer.com).

Work performed by the Board of Directors

The Board held 14 meetings during the 2024 financial year. The attendance of the Board members at these meetings is shown in the following table.

The CEO and CFO attend all Board meetings, except when the Board is addressing topics associated with a conflict of interest, for example adoption of remuneration for the CEO

or evaluation of the performance of the CEO. The company's auditors attended one Board meeting in 2024. The meetings were mainly held at the company's headquarters in Stockholm or digitally.

The Board's work in 2024 followed an annual action plan that is set for each new financial year.

The Board serves as the Remuneration Committee and prepared matters related to remuneration and other terms of employment for Executive Management.

The Audit Committee consisted of Board members Bernt Ingman, Ole Mikael Jensen and Emil Ahlberg. The committee held seven meetings, three of which the company's auditor attended.

For 2024, the work of the Board of Directors was evaluated through online evaluation and individual interviews. The evaluation focuses in part on improving the efficiency and focus areas of the Board as well as the need for specific skills and working methods. The evaluation was then used as a basis for the Nomination Committee's proposed Board members and remuneration levels.

Board members' attendance 2024

Board members	Year of election	Fees, SEK M	Independence from		Attendance at meetings <sup>1)</sup>	
			The company and its management	Major shareholders	Board of Directors (14)	Audit Committee (7)
Hans Granberg (until May 7)	2014	0.1	Yes	Yes	3/3	
Jenni Virnes	2016	0.3	Yes	Yes	14/14	
Jonas Guldstrand (until May 7)	2017	0.1	Yes	Yes	3/3	
Bernt Ingman	2023	0.7	Yes	Yes	14/14	7/7
Ole Mikael Jensen	2023	0.4	Yes	Yes	14/14	7/7
Torbjörn Möller	2023	0.4	Yes	Yes	11/14	
Emil Ahlberg	2023	0.4	Yes	Yes	14/14	7/7
Linda Pimmeshofer (from May 7)	2024	0.2	Yes	Yes	11/14	
Total fees:		2.7				

1) Refers to the period January 1, 2024 - December 31, 2024

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Remuneration

Board of Directors

The 2024 AGM resolved, in accordance with the proposal from the Nomination Committee, on total remuneration of the Board of SEK 2,600 T, of which SEK 650 T will be paid to the chair of the Board and SEK 325 T to each of the other six members. The Board members elected to the Audit Committee receive remuneration of SEK 50 T each.

No other remuneration or financial instruments were paid or made available other than pure reimbursement for outlays.

External auditors

The 2024 AGM resolved to approve the Nomination Committee’s proposal that fees to the auditors be paid in accordance with invoices approved by the company.

CEO and senior executives

The 2024 AGM resolved to approve the Board’s proposed guidelines regarding remuneration of senior executives. The Board of Directors determines remuneration of the CEO and senior executives.

Compliance with the Swedish stock exchange rules in 2024

No violations of applicable stock exchange rules or of good practice on the stock market were reported regarding Pricer AB by Nasdaq Stockholm’s disciplinary committee or the Swedish Securities Council during 2024.

2025 Nomination Committee

The Nomination Committee for the 2025 AGM was announced on October 22, 2024, through a press release and on the company’s website. The Nomination Committee consists of Göran Sundholm, Giulia Nobili and Marc St John Webb. Giulia Nobill was elected chair of the Nomination Committee. Pricer’s Nomination Committee held four meetings prior to the AGM. No special remuneration was paid to the Nomination Committee members.

The members of the committee are independent in relation to the company and its management. The Nomination Committee’s members are independent in relation to the

company’s major shareholders, with the exception of Göran Sundholm, who holds 16,559,406 shares in Pricer AB and Giulia Nobil who represents Sterling Strategic Value Fund, which holds 16,860,298 shares in Pricer AB.

The Nomination Committee’s proposals will be presented in the notice of meeting and be made available on [www.pricer.com](http://www.pricer.com).

Diversity policy

The Nomination Committee of Pricer AB has applied Rule 4.1 of the Swedish Code of Corporate Governance as a diversity policy in the preparation of proposals for the Board. Accordingly, Pricer’s Board of Directors should consist of a well-balanced mix of skills that are essential for managing Pricer’s strategic work in a responsible and successful manner. In order to achieve this, knowledge is sought in areas such as retail, e-commerce, corporate governance, compliance with rules and provisions, finance and financial analysis and remuneration issues.

Previous board experience is another important qualification. Furthermore, it is important that the Board members do not have too many executive or non-executive assignments to allow them to spend the time required for their Board work for Pricer AB.

The Nomination Committee believes that breadth and diversity in terms of age, nationality, educational background, gender, experience and expertise are represented among the proposed members of the Board.

The Nomination Committee further believes that diversity is a key issue and that it is important for future nomination committees to continue working actively to achieve a well-balanced gender distribution on the Board.

The 2024 AGM resolved in accordance with the Nomination Committee’s proposal, which meant that six members were elected, two women and four men, with a composition otherwise based on the criteria addressed by the diversity policy.

In the Nomination Committee’s work prior to the 2025 AGM, the diversity policy has been applied as described above.

Internal control of financial reporting

The Board is responsible for internal control pursuant to the Swedish Companies Act and the Code.

The Swedish Annual Accounts Act requires the company to prepare an annual description of the company’s internal control and risk management system regarding financial reporting. The Board has overall responsibility for the financial reporting. The Audit Committee has an important task in preparing the Board’s work on quality assurance of the financial reporting. This preparation includes issues regarding internal control and compliance, control of carrying amounts, estimates, assessments and other factors that may affect the quality of the financial reports. The company sees internal control as an important focus area. The company’s auditors perform an annual examination of how well the rules for internal control, both general and detailed, are complied with in the company. Pricer’s internal control process should provide reasonable assurance regarding the quality and reliability of its financial reporting. It should also ensure that reports are prepared in accordance with the applicable laws and ordinances and the requirements that apply to publicly listed companies in Sweden.

Control environment

Pricer’s internal control of financial reporting is based on the organizational and system structures, decision-making paths and division of responsibilities that are documented and communicated in control documents, policies and manuals. The Board has adopted rules of procedure that regulate the Board’s responsibilities and work on the Board’s committees. To maintain an effective control environment and good internal control, the Board has delegated practical responsibility to the CEO and drafted instructions for the CEO. To safeguard the quality of the financial reporting, the company has a number of internal control instruments, such as a finance policy, approval and authorization routines, and a standard model for ongoing monthly reporting that has been designed with the Board. Pricer uses an integrated ERP system, which handles all financial flows. The company has set up a whistleblowing function that can be used anonymously.

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**Risk management**

Regarding financial reporting, the risks are assessed to lie primarily in the possibility that material misstatements may arise in the accounting for the company’s financial position and results. The Board is responsible for ensuring that material financial risks and risks of misstatement in the financial statements are identified and dealt with.

**Control activities and monitoring**

The company also has a number of control activities aimed at ensuring the accuracy and completeness of the financial statements. Procedures and measures have been designed to manage material risks related to the financial statements as identified in the risk assessment. Control activities are available at both a general and detailed levels in the Group. For example, complete monthly financial statements are prepared and monitored by the responsible unit and function managers and controllers.

Executive Management meets at least once a month to review the business operations. In addition, persons from the finance function maintain regular contact with the heads of Group companies to discuss current issues, performance and the financial position and follow up that processes are being

followed and developed. The Board of Directors monitors the operations through monthly reports from the CEO regarding business developments, performance and the financial position. Measures and activities aimed at strengthening and optimizing internal controls are implemented on a regular basis.

Internal control is monitored continuously. This is done primarily in the form of deviation reporting against the budget/forecast and the previous year’s outcome.

The Board reviews each interim report and discusses the content with the CFO and, when appropriate, the company’s auditor. The company monitors the areas for improvement in its internal control as identified by the external auditor.

Furthermore, the CEO and the CFO hold regular meetings with the Board’s Audit Committee to discuss financial matters on an ongoing basis. The finance staff employed in the subsidiaries have explicit responsibility for reporting deviations to the central finance and controller organization.

In accordance with the rules in the Swedish Corporate Governance Code, the Board has assessed the need for a special internal audit function. Give the background presented above, the Board of Directors is of the opinion that there is currently no need for such function in the company.

**Work performed during the year**

The work to improve the company’s internal control continued through development of the integrated ERP system used by most of the company’s subsidiaries along with reporting tools to improve reporting quality and the analysis of the company’s financial development.

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# Board of Directors

						
	<b>Bernt Ingman</b>	<b>Linda Pimmeshofer</b>	<b>Jenni Virnes</b>	<b>Ole Mikael Jensen</b>	<b>Torbjörn Möller</b>	<b>Emil Ahlberg</b>
<b>Role on the Board<sup>1)</sup></b>	Chair of the Board	Member	Member	Member	Member	Member
<b>Election year</b>	2023	2024	2016	2023	2023	2023
<b>Born</b>	1954	1978	1974	1969	1965	1976
<b>Nationality</b>	Swedish	Swedish	Finnish	Danish	Swedish	Swedish
<b>Education</b>	Business Studies and Economics, Management training CEDEP/ INSEAD, Fontainebleau	Business Studies and Economics and Systems Science with a Master's degree in Economics and Systems Science	MSc. Industrial engineering and Management	Business Studies and Economics	Master's degree in electrical engineering from KTH Royal Institute of Technology	M.Sc. from Stanford University, M.Sc. from Chalmers University of Technology, has studied economics at Harvard University
<b>Other assignments</b>	Chair of TagMaster AB, President of Handelsbanken's local office in Kista. Board member of Embracer Group AB. Board member of Soltech Energy Sweden AB.	Board member of Humy, Nano Textile AB and Flow Innovative Sweden AB.	–	CEO and chair of Jensen Investor Partner 3 ApS (Denmark) with subsidiaries. Board member of Montefiorito Srl. Società Agricola (Italy). Chair of the Board of X10 Growth Capital ApS (Denmark) and Rico Gruppen Holding AS (Norway) with subsidiaries.	Co-founder & COO of CPARTA Cyber Defense AB.	Board member and founder of PLUS Asset Management with the index fund business PLUSfonder.
<b>Previous assignments</b>	Many years of experience from various positions in Finance at international industrial and technology companies. Former CFO at listed companies such as Husqvarna, Munters, Gunnebo, Doro and Alimak. More than 25 years of extensive experience as chair of the Board and Board member in listed and private companies, e.g., Micro Systemation AB, TagMaster AB and Beijer Ref AB. Board member of Pricer AB 2014–2020 and chair of the Board 2017–2020.	Extensive experience in the software industry, including ten years at Microsoft, with the focus on retail tech. Founder of Change Retail and advisor on retail digitization and business development of retail tech companies.	Extensive experience as an advisor for start-up companies, strategy, business models and marketing strategies. Former CEO of Sensisto Oy, Board member, COO and market strategist at MariElla Labels Oy and business developer at UPM – The Biofore Company.	Internationally leading positions and 25 years of experience in the global construction and building materials industry, mainly NCC, Stark Group and Wolseley plc (today Ferguson plc) where he was part of the management team. In recent years, he has been an advisor to private equity companies, investment funds and banks around the world. He has also been chair of and an investor in a number of small and medium-sized companies.	Extensive experience in various COO positions in corporate 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 executive management 2015–2018.	Extensive experience from entrepreneurship, Board work and investment activities from various positions at, among others, Investor AB, Provider Venture Partners and Grönklitts-gruppen.
<b>Independence</b>	Independent in relation to the company and its management as well as to the company's major shareholders.	Independent in relation to the company and its management as well as to the company's major shareholders.	Independent in relation to the company and its management as well as to the company's major shareholders.	Independent in relation to the company and its management as well as to the company's major shareholders.	Independent in relation to the company and its management as well as to the company's major shareholders.	Independent in relation to the company and its management as well as to the company's major shareholders.
<b>Shareholding<sup>2)</sup> (own and closely related persons)</b>	147,000 Class B shares	–	–	–	1,432 Class B shares	367,285 Class B shares

1) Jonas Guldstrand and Hans Granberg were members of the Board of Pricer until May 7, 2024.  
2) Information regarding shareholdings refers to the conditions as of March 14, 2025.

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# Executive Management

						
	Magnus Larsson	Claes Wenthzel	Chris Chalkitis	Jörgen Jost auf der Stroth	Mats Arnehall	Finn Wikander
Position	President and CEO	Acting CFO	Chief Digital Officer	Vice President Operations	Chief Commercial Officer	Chief Product Officer
Employed since	2019, acting CEO February–December 2022	2024	2019	2018	2013	2023
Born	1970	1962	1969	1964	1965	1975
Nationality	Swedish	Swedish	Swedish	Swedish	Swedish	Swedish
Education	Electrical engineer	Business Studies and Economics	Certified Engineer	Master's in Electrical Engineering	High school diploma, Internal trainee program	International Master's in Economics
Previous assignments	More than 20 years of international experience in a number of management positions in sales and other forms of service operations, primarily in the telecom industry. Previous employers include Edgewise, Nokia Siemens Networks, Nokia and Sonera.	CFO Newsec AB, Resurs Holding AB (publ.), Starbreeze AB (publ.) and Catena Media PLC, as well as acting CFO Pricer AB (publ.), Chairman of Sozap AB and Stille AB (publ.).	A number of key roles in the communication, data and electronics industries in both product development and end-to-end service development in various technological areas for companies such as Vireone AB (founder and President), Apsis, Com Hem, Tele 2 and Ericsson. Various roles at Pricer since 2019.	More than twenty years' experience as a manager in global engineering management, business development, electronic development, supply chain management, logistics, purchasing and complex product sales with experience from Europe, Asia and North America at several of the world's leading technology companies, such as Tieto, Ericsson, Teleca and Cybercom.	More than 25 years of international experience from management positions in sales management and business development at high-performance retail trade organizations (Coop Sverige, Coca-Cola Company and HL Display). Area Sales Director Nordics, Baltics, Asia at Pricer 2013–2022.	Chief Product Officer, Clear Channel Scandinavia (2012–2023); President, Nova/Agentum; Customer Marketing Manager, Philips Consumer Lifestyle; Product Marketing Manager, Apple; Key Account Manager, Silicon Graphics.
Other assignments	–	Chair of the Board of Sozap AB (publ.), Board member WenCon AB and Wenthzel Holding AB. Chairman of Tentant owned association Nybrogatan 57.	–	–	–	–
Shareholding <sup>1)</sup> (own and closely related persons)	47,220 Class B shares and 100,000 options	405,000 Class B shares	20,000 Class B shares and 50,000 options	82,230 Class B shares and 50,000 options	50,200 Class B shares and 50,000 options	50,000 options

1) Information regarding shareholdings refers to the conditions as of March 14, 2025.

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# Auditor’s report on the corporate governance statement

To the general meeting of the shareholders of Pricer AB, corporate identity number 556427-7993

### Engagement and responsibility

It is the Board of Directors who is responsible for the corporate governance statement for the year 2024 on pages 34–40 and that it has been prepared in accordance with the Annual Accounts Act.

### The scope of the audit

Our examination has been conducted in accordance with FAR’s standard RevR 16 The auditor’s examination of the corporate governance statement. This means that our examination of the corporate governance statement is different and substantially less in scope than an audit conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. We believe that the examination has provided us with sufficient basis for our opinions.

### Opinions

A corporate governance statement has been prepared. Disclosures in accordance with chapter 6 section 6 the second paragraph points 2-6 the Annual Accounts Act and chapter 7 section 31 the second paragraph the same law are consistent with the annual accounts and the consolidated accounts and are in accordance with the Annual Accounts Act.

Stockholm 28 March, 2025

Ernst & Young AB

Jakob Wojcik  
*Authorized Public Accountant*

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**PRICER**

**Annual Report and  
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