

## **Reasoned statement regarding the nomination committee's proposals to the annual general meeting of Pricer AB (publ) on May 7, 2024**

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### **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 of directors, 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 chairman 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 June 7, 2023, the members of the nomination committee for the annual general meeting 2024 have been appointed by the chairman of the board of directors contacting the Company's three largest shareholders or group of two or more shareholders (shareholder group) who have notified the chairman of the board of directors that they wish to jointly participate in the nomination committee's work.

The nomination committee for the annual general meeting 2024 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. Schweiz. Giulia Nobili has been elected chairman of the nomination committee. The names of the members of the nomination committee were announced on November 7, 2023.

The nomination committee has held seven 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 of directors and the efforts of the members and the CEO has been conducted.

### **Proposal for election of chairman of the general meeting**

The nomination committee proposes that lawyer Monica Lagercrantz, or, in her absence, the person appointed by the nomination committee, is elected chairman of the meeting.

### **Proposal for election of board of directors**

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 of directors shall be six.

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, Torbjörn Möller and Jenni Virnes and new election of Linda Pimmeshofer. Hans

Granberg and Jonas Guldstrand have declined re-election. Bernt Ingman is proposed to be re-elected as chairman of the board.

Linda Pimmeshofer is a 45-year-old civil economist and systems science (DSV) graduate from Stockholm University. She has 20 years of experience in digital transformation and has spent the past 10 years as a business developer at Microsoft, focusing on the retail industry, working as a strategic advisor and a creative innovation partner for both Swedish and international companies in Retail. Linda left Microsoft in April 2023. Linda is now part of a consortium called AI-labbet, which focuses on the impact and potential of AI, and runs a consulting company called Change Retail AB. Additionally, she is involved in several startups as a board member and advisor. Linda Pimmeshofer does not own any shares in Pricer AB. Linda Pimmeshofer is independent in relation to the Company, the senior management, and the Company's major shareholders.

Information about the proposed board members is available on the Company's website, [www.pricer.com](http://www.pricer.com).

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

#### **Proposal for remuneration to the board of directors**

The nomination committee proposes that fees to the board of directors, for the coming term, shall be paid with a total of 2,275,000 SEK (2,600,000), of which 650,000 SEK (650,000) to the chairman of the board and 325,000 SEK (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 50,000 SEK (50,000) will be paid to each of the chair and any ordinary member of the audit committee.

#### **The nomination committee's statement regarding the proposal for the board of directors**

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

The board of directors 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 of directors' 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 four men.

#### **Proposal for election of auditor and remuneration to the auditor**

The nomination committee proposes that the Company shall have one auditor with no deputy. The Nomination Committee further proposes re-election of Ernst & Young AB as auditor. The audit committee's recommendation regarding the

election of auditor is in accordance with the nomination committee's proposal.  
Remuneration to the auditor is proposed to be paid in accordance with approved invoices.

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Stockholm in April 2024  
**Pricer AB (publ)**  
*The nomination committee*