

Reasoned statement regarding the nomination committee's proposals to the extraordinary general meeting of Pricer AB (publ) on 19 August 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 e.g. proposal for board. The nomination committee would, however, already at this stage like to propose that the board of directors shall consist of six members and the election of a new, additional, board member. In order to complement the current board with relevant expertise, the nomination committee proposes that Giulia Nobili be elected as new board member at the extraordinary general meeting to be held on 19 August 2025.

The nomination committee ahead of the extraordinary general meeting 2025 has consisted of the same members as for the annual general meeting 2025 and is composed 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.

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 determination of the number of board members and election of new board member

The nomination committee has decided to propose the following to the extraordinary general meeting regarding the number of board members and election of a new board member.

The nomination committee proposes that the number of members of the board shall be six (6) with no deputies.

The nomination committee proposes Giulia Nobili is elected as new board member for the period until the end of the next annual general meeting. Giulia Nobili shall not receive any board fee.

Giulia Nobili is 60 years old and holds a degree in Economics from Boston College as well as an MBA from Bocconi University. She has over 35 years of experience in corporates, boards, and investment banking, as well as in strategy, business development, and operations. Her career began in private equity at CVC, after which she worked in investment banking at Salomon Brothers and Lehman Brothers. In 1999, Giulia Nobili joined Telecom Italia with responsibility for international strategy and corporate development. In 2003, she joined Cable & Wireless as Group director for Strategy and Business Development. In 2007, Giulia Nobili joined Diageo as a

member of the senior management team with responsibility for global M&A and integration management. Between 2011 and 2018, she was a partner in Ares Life Sciences, a private equity fund in healthcare managed by Waypoint Capital.

Since 2006, Giulia Nobili has been involved with Sterling Strategic Value Fund SA as a member of the Investment Committee. She is currently the chairman of the board of SSVL (Monaco) S.A.M., the investment advisor to Sterling Strategic Value Fund SA and its Sterling Active Fund. She is independent in relation to the Company and its management, but dependent in relation to the Company's major shareholder Sterling Strategic Value Fund SA which, through its Sterling Active Fund, owns 21,860,298 shares in Pricer. Giulia Nobili holds no shares in Pricer.

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

The proposal of a new board member still entails, in the nomination committee's opinion, that the composition of the board fulfils the requirements for independent board members set out in the Swedish Corporate Governance Code.

The nomination committee's statement regarding the proposal for the number of board members and new board member

Prior to making the above-mentioned proposals to the extraordinary general meeting, the nomination committee has discussed the number of board members and the board's composition as regards, *inter alia*, experience of the industry and qualification as well as the Company's strategical development. Through the addition of Giulia Nobili, the board's competence is expected to be broadened in a way that 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 period until the end of the next annual general meeting consists of three women and three men.

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