

Annual General Meeting 2019 in Pricer

Pricer AB (publ) held its Annual General Meeting April 25th 2019 at Klara strand in Stockholm where the following main decisions were made:

Adoption of the Profit and Loss Statements and the Balance Sheets

The AGM resolved to adopt the Profit and Loss Statement and the Balance Sheet for the Parent Company as well as the Consolidated Profit and Loss Statement and the Consolidated Balance Sheet for the Group for 2018.

Dividend

The AGM approved, in accordance with the Board's proposal, the dividend of SEK 0.60 SEK per share for 2018. The record date for the dividend was set to Monday April 29th 2019. Payment from Euroclear Sweden AB is expected to take place on Friday May 3rd 2019.

Discharge from Liability

The members of the Board of Directors and the President & CEO were discharged from liability for the financial year 2018.

Board of Directors and Auditor

The AGM resolved that the board shall be composed of six directors with no deputy. The AGM resolved re-election of Board members Bernt Ingman, Hans Granberg, Jonas Guldstrand, Thomas Krishan and Jenni Virnes. Knut Faremo was elected as new Board member. Bernt Ingman was re-elected Chairman of the Board.

Fees to the directors, until the next year's AGM, were set to SEK 495,000 to the chairman of the board and SEK 245,000 to each of the other directors who are not employed by the Company, total SEK 1,720,000. An additional fee of SEK 50,000 will be paid to each of the chair and any ordinary member of the audit committee.

The registered accounting firm Ernst & Young AB, with Rickard Andersson as the authorized public accountant, was re-elected until the next year's AGM. It was resolved that remuneration to the auditor should be paid according to fees approved by the company.

Principles for appointment of the nomination committee

The AGM resolved, in accordance with the nomination committee's proposal, about the principles for the nomination committee before the AGM 2020.

Guidelines for remuneration to senior executives

The AGM resolved to adopt the proposed guidelines for remuneration to senior executives.

Long-term incentive programme

In accordance with the Board's proposal, the AGM resolved to adopt a share ownership programme ("LTI 2019") for senior executives of the Company, in which the participants after an initial private investment in class B shares, attains a matching stock options and performance-based stock options. The matching stock options, provided certain conditions are met during a three-year lock-up period, will entitle to one matching class B share and up

to five performance-based class B shares depending on the outcome of performance target. The programme is estimated to include a total of max 363,000 class B shares.

Resolution on transfer of own class B shares to participants in LTI 2017-LTI 2019

In accordance with the Board's proposal, the AGM resolved transfer of own class B shares to the participants in LTI 2017 – LTI 2019 in accordance with the following.

1. Up to 1,000,080 Class B Shares may be transferred.
2. The participants in LTI 2017, LTI 2018 and LTI 2019 respectively are, with deviation from the shareholders' preferential rights, entitled to acquire the shares, with a right for each of the participants to acquire no more than the maximum number of shares allowed under the terms and conditions for the respective LTI.
3. The participants' right to acquire shares is conditional upon the fulfilment of all of the conditions of the respective LTI.
4. The shares must be transferred within the time period set out in the terms and conditions of the respective LTI.
5. The shares are transferred free of charge.
6. The number of shares that may be transferred to the participants in LTI 2017, LTI 2018 and LTI 2019 respectively may be recalculated due to bonus issue, share split, rights issue and similar events.
7. The reason for the proposed transfer and for the deviation from the shareholders' preferential rights is to enable delivery of shares under LTI 2017, LTI 2018 and LTI 2019.

Resolution on authorization for the board to resolve to issue new shares

The AGM resolved, in accordance with the Board's proposal, to authorize the board, with disapplication of the shareholders' preferential rights, to resolve to issue new Class B Shares at a number that does not exceed 10 percent of the total number of outstanding Class B Shares as per the day of the notice. New shares must be paid for with non-cash consideration or by set-off.

Authorization for the board to resolve on acquisition and transfer of own shares

The AGM resolved, in accordance with the Board's proposal, to authorize the board to, on one or several occasions during the period up until the annual general meeting 2020, resolve on acquisition of shares mainly in accordance with the following:

1. Acquisition of own shares must be made on Nasdaq Stockholm.
2. Own shares may be acquired to the extent the company's holdings of own shares in total amounts to no more than one tenth of all Class B Shares in the company.
3. Purchase orders may only be made at the bid price registered at any time on Nasdaq Stockholm.
4. The purpose of the proposed authorization is to create flexibility in the Company's ability to distribute profits to the shareholders, to act as a tool for the board to optimize the Company's capital structure if it is judged to be the best option for using the Company's cash, to secure the Company's obligations under its incentive programmes (including costs for social security charges) and to continuously adjust the number of shares held to secure obligations within the framework of the Company's incentive program

The AGM resolved, in accordance with the Board's proposal, to authorize the board to, on one or several occasions during the period up until the annual general meeting 2020, resolve on transfers of own shares mainly in accordance with the following:

1. Transfer of own shares may be made on Nasdaq Stockholm.
2. Transfer may also be made otherwise, with or without deviation from the shareholders' preferential rights, against payment in cash, set-off, non-cash consideration or otherwise on specific terms.
3. The maximum number of shares that may be transferred is the total number of own shares held by the Company at the time of the board's resolution to transfer the shares.
4. Transfer of own shares on Nasdaq Stockholm shall be made at a price within the stock market price interval registered at any given time, such interval being the interval between the highest purchase price and the lowest sales price.
5. transfer of own shares in another manner than at Nasdaq Stockholm shall be made at a minimum price that shall be determined in close connection with the shares' quoted price at the time of the board's resolution to transfer the shares.
6. The authorization is intended to be used in company or business acquisitions or for the purposes of covering costs related to the Company's incentive programs.

At the time of AGM, the Company has 705,131 own class B shares.

For more detailed information, please see the complete notice to AGM including the complete proposals at the Company's website, www.pricer.com.

Every care has been taken in the translation of this document. In the event of discrepancies, the Swedish original will supersede the English translation.

For further information, please contact:

Helena Holmgren, President and CEO, +46 702 870 068

Susanne Andersson, CFO, +46 730 668 904

info@pricer.com

About Pricer

Pricer AB, founded in Sweden in 1991, listed on the NASDAQ Stockholm, is a global leader in providing in-store digital shelf-edge solutions that enhance both store performance and the shopping experience. The increasingly feature-rich Pricer platform is fast, robust, interconnectable and scalable.