

Annual General Meeting 2020 in Pricer

Pricer AB (publ) held its Annual General Meeting May 6th 2020 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 2019.

Dividend

The AGM approved, in accordance with the Board's proposal, the dividend of SEK 0.80 SEK per share, split in two payments of each SEK 0.40 per share, for 2019. The record date for the first payment was set to 8 May 2020 and the cash dividend is expected to be distributed by Euroclear Sweden AB on 13 May 2020. The record date for the second payment was set to 6 November 2020 and the cash dividend is expected to be distributed by Euroclear Sweden AB on 11 November 2020.

Discharge from Liability

The members of the Board of Directors and the CEO were discharged from liability for the financial year 2019.

Board of Directors and Auditor

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

Fees to the directors, until the end of the next AGM, were set to SEK 550,000 to the chairman of the board and SEK 275,000 to each of the other directors who are not employed by the Company, total SEK 1,650,000. 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 end of the next 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 2021.

Guidelines for remuneration to senior executives

The AGM resolved to adopt the by the Board 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 2020") for senior executives and key personnel 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 525,000 class B shares.

The programme, assuming the Target performance level, is estimated to result in costs of approximately SEK 12.0 million before tax, distributed over the vesting period 2020-2022, i.e. an average annual cost of approximately SEK 4 million per year. At the Stretch performance level, the corresponding cost is estimated at approximately SEK 25.6 million, i.e. average annual costs of approximately SEK 8.5 million. The estimated costs have been calculated as the sum of salary costs, including social security contributions, and administrative costs for the programme. The estimates are based on assumptions of a share price of SEK 15.0 upon exercise of shares based on the employee stock options, that each participant invest to their individual limits, that social security charges average 30% and that no personnel turnover takes place among the participants in LTI 2020.

Resolution on transfer of own class B shares to participants in LTI 2017-LTI 2020

In accordance with the Board's proposal, the AGM resolved transfer of own class B shares to the participants in LTI 2017 – LTI 2020 mainly in accordance with the following.

1. Up to 1,477,602 Class B Shares may be transferred.
2. The participants in LTI 2017, LTI 2018, LTI 2019 and LTI 2020 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 shares are transferred free of charge.
4. 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, LTI 2019 and LTI 2020.

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, on one or more occasions before the next AGM, 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 to the AGM. 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 2021, 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 within the stock market price interval registered at any time on Nasdaq Stockholm, such interval being the interval between the highest purchase price and the lowest sales price.
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 2021, 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.

Resolution on changes in the articles of association

The annual general meeting resolved, in accordance with the Board's proposal, on changes in the articles of association, for instance a clarified corporate objective, the elimination of the possibility to issue class C-shares, and changed limits on the number of board members and auditors.

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.

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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.