



# ANNUAL REPORT 2025

Pierce Group AB (publ)

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### About this report

The formal Annual Report is presented on pages 25–62. Corporate governance report is presented on pages 12–17.

This is a copy and a translation of the original version of the Annual Report 2025, which is prepared in Swedish in the European single electronic format (ESEF). In the event of any discrepancies between the two versions, the original version shall prevail.

## Pierce in brief

### A leading European e-commerce company

Pierce is a leading e-commerce Company that sells motorcycle and snowmobile gear, parts and accessories to riders across Europe. The Company has a unique and wide range of products, which includes several own brands. Sales are conducted through locally adapted websites to serve motocross and enduro riders, customers who ride

on traffic-filled roads and snowmobile riders. Pierce is a European company with headquarters in Stockholm, a centralised warehouse in Szczecin, where it also has an office with IT, finance and marketing expert teams, and a customer care function in Barcelona. The Company has approximately 295 employees.

### Pan-European operation

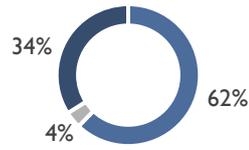
Geographical net revenue 2025 (%)<sup>1</sup>



- The Nordics
- Outside the Nordics

### Motorcycle Specialist

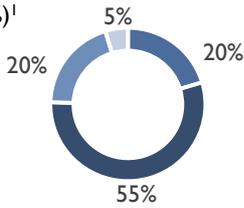
Net revenue split by category 2025 (%)<sup>1</sup>



- Offroad
- Other
- Onroad

### One-stop-shop offering

Net revenue split by product category 2025 (%)<sup>1</sup>



- Accessories
- Gear
- Parts
- Other

### Strong private brands

Net revenue split by brand 2025 (%)<sup>1</sup>



- Private brands
- External brands

### Three niche sites on an operating platform



<sup>1</sup> Alternative Performance Measures (APM), see pages 70 - 72 for definitions and the purposes of these measures.

## 2025 in brief

SEKm (unless stated otherwise)	2025	2024	2023	2022	2021
<b>Net revenue</b>	<b>1,816</b>	<b>1,628</b>	<b>1,537</b>	<b>1,670</b>	<b>1,594</b>
Growth <sup>1</sup>	12%	6%	-8%	5%	5%
Growth in local currencies (%) <sup>1</sup>	14%	6%	-13%	1%	7%
Gross profit	773	724	607	657	728
Profit after variable costs <sup>1 2</sup>	378	361	256	252	343
Overhead costs <sup>1</sup>	-281	-270	-267	-256	-239
EBITDA <sup>1</sup>	80	84	-36	-19	93
EBIT <sup>3</sup>	28	18	-111	-68	46
Items affecting comparability <sup>1</sup>	-17	-7	-42	-15	-12
Adjusted EBITDA <sup>1</sup>	97	91	-11	-4	104
<b>Adjusted EBIT<sup>1 3</sup></b>	<b>45</b>	<b>25</b>	<b>-69</b>	<b>-53</b>	<b>58</b>
Profit /loss for the year	0	36	-96	-58	26
Gross margin (%) <sup>1</sup>	42.6%	44.5%	39.5%	39.3%	45.7%
Profit after variable costs (%) <sup>1</sup>	20.8%	22.2%	16.7%	15.1%	21.5%
Adjusted EBITDA (%) <sup>1</sup>	5.3%	5.6%	-0.7%	-0.2%	6.5%
Adjusted EBIT (%) <sup>1</sup>	2.5%	1.5%	-4.5%	-3.2%	3.6%
Equity	663	666	627	719	441
Cash flow for the year	-50	68	91	117	-71
Free cash flow <sup>1</sup>	-24	97	119	-7	-73
Net debt (+) / Net cash (-) <sup>4</sup>	-235	-297	-222	-136	160

<sup>1</sup> Alternative Performance Measures (APM), see pages 70 - 72 for definitions and the purpose of these measurements.

<sup>2</sup> Variable costs refers, in addition to cost of goods sold, to variable sales and distribution costs. These include direct marketing costs as well as other direct costs and correlates essentially with net revenue. Other direct costs mainly consist of freight, invoicing and packaging.

<sup>3</sup> EBIT includes depreciation and amortisation. Amortisation and impairment attributable to business acquisitions<sup>1</sup> were SEK 6 million in 2025, SEK 7 million in 2024, SEK 18 million in 2023, SEK 1 million in 2022 and SEK 1 million in 2021.

<sup>4</sup> Positive values refer to net debt, whereas negative values refer to net asset.

- Net revenue increased by 12% (6%), totalling SEK 1,816 (1,628) million. In local currencies there was growth of 14% (6%).
- EBIT was SEK 28 (18) million, corresponding to an operating margin of 1.6% (1.1%). Adjusted EBIT totalled SEK 45 (25) million, and the adjusted operating margin was 2.5% (1.5%).
- Cash flow for the period was SEK -50 (68) million.
- Earnings per share before and after dilution was SEK -0.01 (0.45).

## CEO comments

We conclude 2025 with a significantly improved profitability and strengthened foundations for long-term growth.

Net revenue grew by 12 percent to SEK 1,816 million, corresponding to 14 percent growth in local currencies. This growth was achieved despite continued geopolitical uncertainty and challenging market conditions across several major European markets. We believe we strengthened our market position during the year.

Adjusted EBIT reached SEK 45 million, compared with SEK 25 million in 2024 (and a loss of SEK 69 million in 2023), representing an improvement of 81 percent year over year. During the year, results were impacted by SEK 29 million in transformation-related costs, primarily related to external consultants and temporary parallel license fees in connection with the implementation of our new cloud-based IT systems. In accordance with applicable accounting standards, these costs are expensed as incurred. Despite this, profitability improved significantly.

Throughout the year, we remained focused on the core of our business: offering the widest and deepest assortment, maintaining high stock availability, ensuring fast and reliable deliveries, providing high-quality product information, competitive pricing, efficient marketing, and responsive customer care. This disciplined execution has strengthened our competitiveness while improving operational efficiency.

During the year, we replaced several key IT systems. Two of four core systems – our Customer Data Platform (CDP) and Product Information Management (PIM) system – have been launched. A pilot of the new e-commerce platform has been completed. The implementation of our new Warehouse Management System (WMS) and the full rollout of all systems are expected to be completed during the first half of 2026.

At year-end, we had a strong cash position of SEK 235 million and balanced inventory levels, following focused efforts to improve inventory quality and reduce working capital without compromising availability. This provides us with financial flexibility while continuing to invest in the business.

Pierce 2.0 was launched in the third quarter of 2023 and is our program to increase efficiency and scalability. Through this program, we have fundamentally reshaped the organization, reduced costs, and changed how we operate. Sales per white-collar FTE have increased by approximately 84 percent since launch. White-collar FTEs have been reduced by around 38 percent while the business has grown by 15 percent. This demonstrates the scalability of our business model and the structural improvements delivered through Pierce 2.0. I am proud of the focus and commitment shown by the team during this demanding period.

Since then (2023), Pierce has built a differentiated AI foundation – betting early on multi-agent orchestration rather than a single tool – and today AI is embedded across all core business flows (e.g. product information, content creation, translation and customer service), positioning us ahead of most peers as the technology matures.

Looking ahead to 2026, we expect further improvement in profitability. Transformation-related costs will decline as systems are fully deployed, which is expected to be completed during the first half of 2026. At the same time, depreciation will decrease as major assets become fully depreciated. Combined, these effects are expected to improve EBIT by SEK 30-40 million on an annualized basis after the systems are fully operational.

To drive long-term growth, we continue to improve our core business. As comparables become stronger, the growth rate driven by improvements in the existing business is expected to moderate somewhat. As our new technology platform is fully deployed, we will expand into new markets and adjacent verticals, including the localization of 12 markets currently served through our .eu site. We are also seeing encouraging momentum in our mountain bike and scooter/moped categories, where we are leveraging our platform to drive cross-sales synergies. These initiatives will take time to scale, but will be instrumental in strengthening our long-term growth.

The European e-commerce market for motorcycle gear and equipment is ripe for consolidation. The market remains fragmented and the benefits of scale are significant. Several of our major European competitors have financial owners, and the question is not if consolidation will occur, but when and by whom it will be driven. With our scalable platform and strong private label share, Pierce is well positioned to take an active role as this opportunity materializes.

2025 marks a year of improved profitability, strengthened efficiency, and strategic progress. We enter 2026 with a stronger organization, a modernizing technology platform, and a clear path toward sustainable and profitable growth.

Göran Dahlin



CEO, Pierce Group AB (publ)  
Stockholm, 20 March 2026



## Market

Market data in the chapter has been captured from the prospectus that was published in connection with the Company's rights issue 2022, if not stated otherwise. Since the prospectus was published, market conditions have changed and market growth in 2022 to 2025 has been estimated to have been negative in aggregate, however no official or updated market data is available. The Board of Directors believes, notwithstanding challenges in recent years, that the long-term estimates for market growth set out in the prospectus still fairly and broadly reflect prospects, once the market normalizes.

Pierce's customer offering is primarily focused on the European market for motorcycle gear, parts, and accessories. When comparing to similar industries, the market is still in a relatively early phase in the shift from traditional, physical shops to online shops. Long term the online market is expected to grow by some 10 percent per annum, as the online portion of the total market is estimated to grow. In the short term, however, we have seen that market trend has deviated from the previous trend. At first, we saw increased customer demand in connection with the COVID-pandemic, and then during 2022 and 2023 the market development was negative due to the impact of the Ukrainian war, increased energy prices, general inflation, increasing interest rates and increased fear of a looming recession. While the market during 2025 is assessed to have been more positive than the previous two years, it is still characterized by a high level of uncertainty. We assess that, in the long term, the online market will gravitate back towards some 10 percent annual growth in line with the market analysis that we commissioned during 2022.

The market is divided into the main categories Offroad and Onroad that will both see a shift towards more online shopping over time.

Online shopping for motorcycle riders offers better accessibility and a larger product offering. It is often difficult to find products in physical shops due to the very wide range of model-specific accessories or parts, particularly within the Offroad category. Small physical shops, which comprise the majority of the market, cannot offer a similar competitive assortment, not least as regards parts, as the assortment that can be offered by online retailers.

Motorcycle riders are often passionate and enjoy maintaining their motorcycles themselves. This applies particularly to Offroad riders, but also to Onroad riders. They are usually well informed and the need for guidance beyond what is offered online is, therefore, limited. The customers often look for niche products, such as parts and accessories. They are frequent return customers, as a high level of wear and tear, particularly within Offroad, implies a continual need to repair, replace and renew worn-out parts and gear. This leads to repeat purchases and a relatively low level of returns.

### The fragmented market provides a major potential for a shift to online sales

The European market for motorcycle gear, parts and accessories continues to be dominated by small local shops with a limited possibility to compete in the current shift toward online sales. The estimated value of the European market 2021 totalled just over SEK 101 billion, of which the online market share was estimated to be 19 percent.

Due to the recent turbulence in the market, we estimate the size of the total market as well as the online market to have decreased during 2022 to 2025 and the short-term outlook remains uncertain. However, when the market conditions have normalized, we expect the total market to gravitate back towards a growth rate of approximately 3-4 percent per year. The online market share is expected to grow significantly quicker, leading to an online market growth of some 10 percent per year. This shift is facilitated by the fact that the products are well suited to online shopping.

### Stable market with passionate customers

The market has historically shown to stand relatively firm against economic swings and has historically grown in pace with the number of registered motorcycles. This strength is partially explained by the high level of engagement in the purchase of motorcycle products and partly by the high degree of wear and tear, as well as by repeat purchasing patterns when it comes to certain product categories. Motorcycle riders, particularly within Offroad, and the Onroad riders, often see this as a key part of their identity and develop passionate brand allegiances. Notwithstanding the factors that favour market stability, recent geopolitical and economic developments - the sharp rise in energy prices, consumer price inflation and rising interest rates, and uncertainty in the market - have had a negative impact on customer demand in our categories.

The market is comprised of gear (about 50%), parts (about 30%) and accessories (about 20%). Examples of gear include helmets and protective gear. Parts include for example generic wear items such as tires and air filters as well as type-specific OEM and non-OEM replacement parts. Accessories include, among other things, lubricants and tools as well as vehicle-mounted equipment like bags and racks.

### Two major categories, large geographical differences

Motorcycle riding, including riding in competitions, for pleasure and in urban commuting, is widespread in all of Europe, and is characterised by clear geographical differences. Onroad riders in southern Europe see motorcycle riding, to a greater degree, as a form of transport compared with northern and central Europe where it is seen to be more of a leisure activity and the season is shorter.

Onroad motorcycles are developed to be ridden on asphalt roads and tracks, while Offroad motorcycles, such as motocross and enduro, are usually ridden on special tracks or in terrain where there is no tarmac. Motorcycle riders in competitions, those riding for leisure or who commute, belong to the Onroad category, while Offroad riders are either competition or leisure riders. Onroad is the largest market category with approximately 89 percent of the market while the Offroad category accounts for about 11 percent.

Offroad riders are usually younger than Onroad riders and usually generate a larger degree of wear and tear due to the tougher conditions. As a result, they incur higher annual costs for the gear, accessories and parts. In addition, Offroad riders often transition to Onroad riding as they age.

The online penetration in the Onroad market was estimated at slightly more than 18 percent in 2021, while it was higher in the Offroad market, slightly more than 31 percent. The higher online penetration in

the Offroad market was explained by, amongst other things, fewer physical shops with relevant products, implying that the motorcycle riders turned, to a greater degree, to the online sellers such as Pierce.

Both categories have historically been characterised by low, single digit market growth levels, and have prior to the turmoil in recent years been relatively insensitive to low-growth economic cycles, parallel with the rapid transition to online sales.

The Offroad and Onroad categories are expected to grow by some 3 and 4 percent, respectively, while the online market for the respective categories is expected to grow up to 10 percent per year over time when the general market conditions have normalised.

### **Environmental trend and electric motorcycles comprise a long-term potential**

The environmental trend is driving the interest in electric motorcycles, particularly within the Offroad category. This interest is driven by electric motorcycles' lower noise levels and their environmental impact compared with gas powered motorcycles enabling riding closer to populated areas. Simpler mechanics further requires less engine maintenance. Combined, these factors facilitate riding for a larger audience whilst reducing need for certain engine specific parts. We are seeing a continued clear uptake in interest in electric motorcycles, in particular in Offroad, but the overall population of electric bikes is still very small in relation to the total number of registered bikes across Europe.

### **Pierce is leading within Offroad in Europe**

Pierce has a strong market position within the Offroad category in Europe and within the Onroad category in the Nordics. The Company is the online market leader in the European Offroad market with an estimated online market share of approximately 28 percent. Pierce has been a challenger in the European Onroad market since 2017 when XLMOTO was launched and since that time has secured an online market share in Europe of about 3 percent.

Pierce's competitive advantages are comprised primarily of a scalable European platform, long-term relationships with a number of leading brands, a broad and deep product assortment, and strong demand for the Company's private brands.

Outside the Nordics, Pierce sells mainly into other European markets of which Italy, Germany and Spain are the largest representing about 25 percent, 17 percent and 15 percent of the total European market respectively.

### **Pierce is a leading company in the Nordics as regards accessories and gear for snowmobiles**

Pierce is a leading company in the Nordic market for gear, parts and accessories for snowmobiles. This market shares the attractive characteristics of the motorcycle riding market, that is, products with a high degree of customer involvement, wear and tear and has the benefit of being counter-seasonal to the Onroad and Offroad categories. The market is seasonal and clearly depends on weather (snow) conditions. The market has shown growth during the last ten years leading up to the turmoil in recent years, partly driven by the number of snowmobile riders increasing in Sweden, with a historical annual growth rate of approximately 3 percent. Finland and Norway have shown a similar development. Snowmobile riders typically spend the same annual amount on gear, parts and accessories as Offroad riders.

## Offering, strategies and financial targets

### Offering

#### Offering to customers

Pierce is a leading e-tailer in the European market for Gear, Parts and Accessories for motorcycle riding and has approximately 1.0 million active customers. Pierce is the only true pan-European company in the market with localized sites in 16 markets, the clear online leader in the Offroad category and one of the largest online players in the Onroad category.

Pierce offers its customers:

- a uniquely compelling assortment, featuring a wide selection of leading brands along with the market's most extensive range of own brands,
- competitive prices and attractive campaigns,
- a competitive user experience – entirely locally adapted websites, its own developed tool, Fit-My-Bike, which helps customers find the right parts,
- efficient deliveries,
- a strong and engaged online community, with approx. 1.7 million followers in the social media.

### Major strategies

#### Growth through the structural shift to online commerce

Pierce's market continues to experience a structural shift from traditional physical shops to online shops and the online market is expected to grow, when market conditions have normalised, on average by some 10 percent per year<sup>1</sup>.

#### Strategy revision 2023

A strategy revision was conducted during the second half of 2023. Pierce's long-term ambition is to become "*The unquestionable leading e-tailer of the European market of gear, accessories and parts for motorcycle riding*". As a part of this strategic shift towards Pierce 2.0, the growth strategy was also re-calibrated and to realise this vision, which we call Pierce 2.0, we have identified seven strategic pillars that guide our efforts.

#### Pierce 2.0 strategy supported by seven foundational pillars

##### Achieve uncontested leadership in the Offroad category and drive profitable growth in the Onroad category

24MX is by far the largest online retailer in Europe within the smaller but profitable Offroad category. Despite the leading position the potential to grow is significant. Consequently, the aim is to enhance the specialist position to consolidate and grow market share within the Offroad category. Pierce has an excellent position with strong own and external brands that can be leveraged further. Private brands are particularly important as they drive loyalty, protect against price competition and secure a good level of profitability. XLMOTO on the other hand has a challenger position in the much larger, but in general less profitable, Onroad category. Pierce prioritizes profitable growth in the Onroad category and is more selective in which brands to partner with, what markets to invest in and which specific customer segments to target.

#### Offering to suppliers

Pierce is a partner of more than 200 suppliers striving to reach customers in the European online market. With long-term and good relationships with its suppliers, the Company can by-pass distributors and make its purchases directly from the various brands.

Pierce offers its suppliers:

- access to a quickly growing online sales channel,
- scalability and range – the industry is fragmented, with only a few major companies having the ability to offer access to customers in Europe to the same degree as Pierce can offer,
- financial strength in placing large orders.

##### Attain the highest customer loyalty in the industry

In the current overall soft market, customer relevance and retention are more crucial than ever, and Pierce has therefore made increased customer retention and loyalty to one of the absolute top priorities in Pierce 2.0. The Company invests continuously in initiatives aimed at improving customer loyalty, and through the analysis of customer data it is possible to segment the customer base and increase the relevance of the offering. Several important steps are ongoing and planned to increase sales to recurring customers, such as our first loyalty program, "24MX Riders Club", which was launched in 2024.

##### Develop a simple and effective go-to-market strategy

Enhanced personalization, among other related initiatives, is core to continuously improving the customer experience. Gradually consolidating the current 39 local sites into fewer global sites, while maintaining local adaptation, will enable Pierce to improve the customer experience whilst streamlining work processes and simplifying the tech landscape.

##### Be the best in the industry in pricing and procurement

To offer an attractive assortment at competitive prices and with relevant promotions remains one of the foundational pillars for Pierce also going forward. Purchasing excellence, including prioritizing assortment, brands and manufacturers to partner with as well as continuously improving the purchasing controls will, in conjunction with modern pricing tools, ensure that Pierce will continue to be relevant for the customers.

##### Establish market-leading "value-for-money" own brands

Pierce today offers 8 own product brands and 3 store brands. Consolidating the portfolio of own product brands to 3, Raven, ProWorks and Course, will enable Pierce to focus brand investments

<sup>1</sup> Source: Pierce Group AB prospectus 2022, page 52.

to fewer brands. This is intended to accelerate the brand-building initiatives with the aim of developing Pierce’s private brands into market-leading value-for-money brands.

**Build a modern and scalable IT platform**

As part of the revised strategy, Pierce follows a renewed plan moving towards modern, simplified and scalable tech stack, with a multi-agent AI infrastructure embedded across all core business flows. This is a key enabler to improve not only the customer experience, but also in supporting core transactional processes as well as processes for offering, marketing and loyalty.

**A lean, fast and agile organization**

A more collaborative team-based operational model fostering increased individual empowerment and accountability through fewer managers and greater individual mandate and responsibility is core to the Pierce 2.0 vision. Pierce started this transformation and significant

cultural shift during the fourth quarter 2023 and has since further embraced Lean methodologies to refine the operational processes, accompanied by an increase of digitization and automation. These efforts combined sets the foundation for improved profitability as transaction volumes grow.

**Selective company acquisitions**

Longer term, acquisitions to consolidate our position in a fragmented market remains an important potential driver to create value. To maximize the value proposition, selective company acquisitions or market consolidation may be considered as a means of expanding market-share and enhancing economies of scale and other synergy effects. Acquisition candidates of particular interest would yield access to leading market positions, new brands, new geographies or other strategic synergies, including complementary vertical businesses that could be easily integrated into Pierce’s existing platform. Pierce is the largest and only pan-European e-commerce player in Europe today putting us in a strong position for when the time is right.

**Pierce’s financial targets**

The Board of Directors adopted the following medium to long term financial targets<sup>1</sup>:

**Net revenue growth**

In the medium to long term (3-5 years), organically outgrow the European online market for motorcycle gear, accessories and parts.

**Adjusted operating margin (EBIT)**

In the medium to long term (3-5 years), achieve an adjusted operating margin (EBIT) of 5-8 percent.

**Capital structure**

Net debt/EBITDA<sup>2</sup> not exceeding 2.0x, subject to temporary flexibility for strategic initiatives.

**Dividend policy**

Over the next few years, free cash flows<sup>3</sup> are planned to be used for the continued development<sup>4</sup> of the Company and thus not distributed to the shareholders.

**Pierce major strategies**



- 1 Achieve uncontested leadership in the Offroad category and drive profitable growth in the Onroad category
- 2 Attain the highest customer loyalty in the industry
- 3 Develop a simple and effective go-to-market strategy
- 4 Be the best in the industry in pricing and procurement
- 5 Establish market-leading "value-for-money" own brands
- 6 Build a modern and scalable IT platform
- 7 A lean and agile organization

<sup>1</sup> The Board of Directors adopted the financial targets in May 2024.  
<sup>2</sup> Alternative Performance Measures (APM), see pages 70 - 72 for definitions and the purposes of these measures.  
<sup>3</sup> Free cash flow refers to cash flow from operating activities and operations and investment activities.

<sup>4</sup> Development of the company refers to e.g., investments in IT-hardware, IT-development, expansion of distribution warehouses, marketing, customer acquisition and business and asset acquisitions.

## Performance measures - Group

SEKm (unless stated otherwise)	2025	2024	2023	2022
<b>Revenue measures</b>				
<b>Net revenue per geographical area</b>				
Nordics	571	517	508	567
Outside the Nordics	1,244	1,111	1,029	1,103
<b>Net revenue</b>	<b>1,816</b>	<b>1,628</b>	<b>1,537</b>	<b>1,670</b>
<b>Growth per geographical area</b>				
Nordics (%) <sup>1</sup>	10%	2%	-10%	1%
Outside the Nordics (%) <sup>1</sup>	12%	8%	-7%	7%
<b>Growth (%)<sup>1</sup></b>	<b>12%</b>	<b>6%</b>	<b>-8%</b>	<b>5%</b>
<b>Performance measures</b>				
Gross margin (%) <sup>1</sup>	42.6%	44.5%	39.5%	39.3%
Profit after variable costs (%) <sup>1</sup>	20.8%	22.2%	16.7%	15.1%
Overhead costs (%) <sup>1</sup>	15.5%	16.6%	17.4%	15.3%
Amortisation and depreciation (%) <sup>1</sup>	2.8%	4.0%	4.9%	3.0%
Adjusted EBITDA (%) <sup>1</sup>	5.3%	5.6%	-0.7%	-0.2%
Adjusted EBIT (%) <sup>1</sup>	2.5%	1.5%	-4.5%	-3.2%
Earnings per share before dilution (SEK)	-0.01	0.45	-1.21	-0.98
Earnings per share after dilution (SEK)	-0.01	0.45	-1.21	-0.98
<b>Other financial measures</b>				
Cash flow for the period	-50	68	91	117
Cash and cash equivalents <sup>2</sup>	235	297	222	136
Net debt excluding IFRS 16 <sup>1 2</sup>	-235	-297	-222	-136
Net debt/EBITDA <sup>1 3 4</sup>	-3.8	-5.0	5.2	4.7
Inventory <sup>2</sup>	451	419	344	488
Other current operating assets <sup>1 2</sup>	21	24	14	20
Other current operating liabilities <sup>1 2</sup>	-308	-344	-251	-262
<b>Net working capital<sup>1 2</sup></b>	<b>163</b>	<b>99</b>	<b>107</b>	<b>246</b>
<b>Operating measures</b>				
Number of orders (thousands) <sup>1</sup>	1,654	1,502	1,456	1,749
Average order value (AOV) (SEK) <sup>1</sup>	1,098	1,084	1,055	955
Net revenue from private brands <sup>1</sup>	654	639	640	650
Active customers last 12 months (thousands) <sup>1</sup>	1,133	1,042	1,021	1,165

<sup>1</sup> Alternative Performance Measures (APM), see pages 70 - 72 for definitions and purpose of these measurements.

<sup>2</sup> Measures correspond to each period end.

<sup>3</sup> Net debt refers to the alternative performance measure net debt excluding IFRS 16, and EBITDA refers to the measure adjusted EBITDA excluding IFRS 16. Adjusted EBITDA excluding IFRS 16 amounted to SEK 62 (60; -42; -29) million.

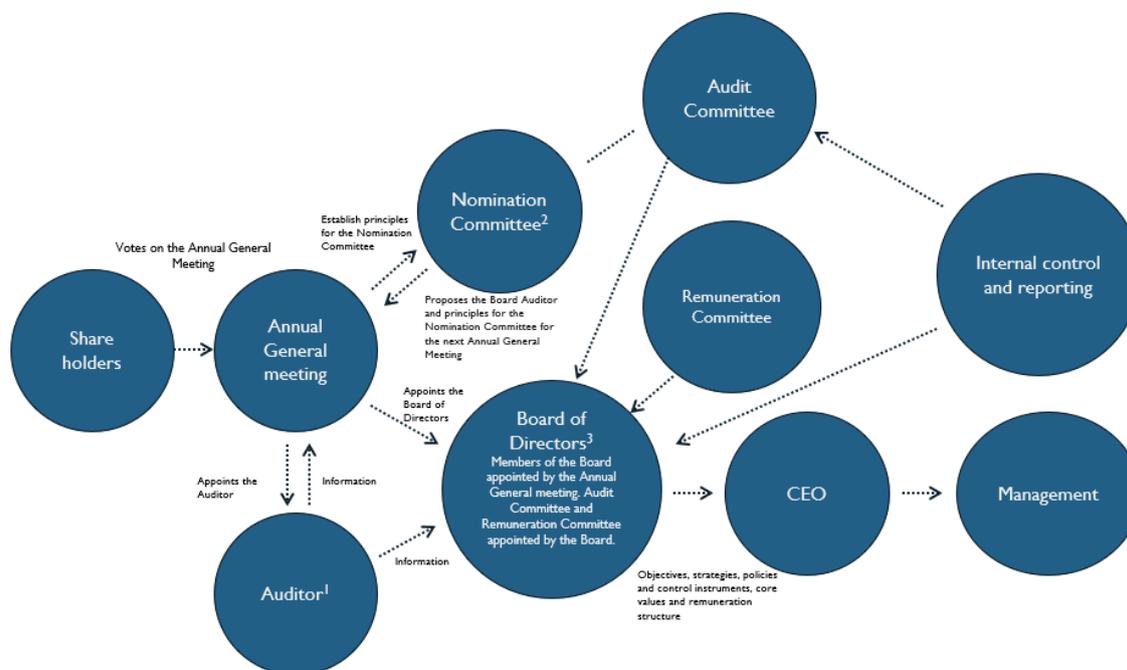
<sup>4</sup> Positive values refer to net debt, whereas negative values refer to net asset. The net debt/EBITDA ratio is positive due to the combination of both negative net debt and EBITDA.



# Corporate governance report

## Corporate governance report

Pierce's corporate governance serves to strengthen the confidence of customers, the general public and the capital markets through a clear division of responsibilities and well-balanced rules between owners, the Board of Directors, management and the different control functions. Pierce Group AB (publ) ("**Pierce**", the "**Company**") is a Swedish public limited company domiciled in Stockholm. The Pierce share is listed on Nasdaq Stockholm (Small Cap).



### Corporate governance within Pierce

Examples of external regulations affecting the governance of Pierce:

- Swedish Companies Act
- Accounting regulations and recommendations
- Nasdaq's Nordic Main Market Rulebook for Issuers of Shares
- Market Abuse Regulation (MAR)
- Swedish Corporate Governance Code

Examples of internal regulations affecting the governance of Pierce:

- Articles of Association
- Rules of Procedures for the Board of Directors and committees and instructions for the CEO
- Other internal regulations (comprised of policy documents and instructions) such as the Code of Conduct, decision-making and delegation procedures, internal control policy, etc.

### General information

This Corporate Governance Report has been prepared in accordance with the regulations stipulated in the Annual Accounts Act and the Swedish Corporate Governance Code (the "**Code**") for the purpose of describing Pierce's corporate governance during 2025. Corporate governance within Pierce includes the structures and procedures for the governance, management and control of the operations and aims at creating value for Pierce's owners and other stakeholders.

Pierce applies the Code in its entirety as of the listing of its shares on Nasdaq Stockholm. In addition, Pierce adheres to the applicable regulations found in the Swedish Companies Act, Annual Accounts Act, Nasdaq's Nordic Main Market Rulebook for Issuers of Shares, the resolutions of the Swedish Securities Council, Pierce's Articles of Association, laws, ordinances, and governmental regulations, as well as with the regulations in those countries in which Pierce undertakes operations.

The Code is based on the principle "comply or explain", pursuant to which a company can deviate from the Code if an explanation for such deviation is provided. During the period to which the annual report refers, Pierce has complied with the Code in its entirety. The Code can be accessed on [www.bolagsstyrning.se](http://www.bolagsstyrning.se), where there is also a description of the Swedish Corporate Governance Model.

Pierce's Articles of Association are found on [www.piercigroup.com](http://www.piercigroup.com).

### Shareholders

At the end of 2025, Pierce's largest shareholders were Verdane Capital (20.6%), Siba Invest AB (10.9%), Investment AB Garnen (5.3%), Fourth AP fund (Sw. Fjärde AP-fonden) (4.6%) and Avanza Pension (4.3%). See also the section "The share and ownership" below.

<sup>1</sup> The Nomination Committee prepares proposals for resolutions to be presented for the Annual General Meeting. The Annual General Meeting resolves on principles for the appointment of a Nomination Committee.

<sup>2</sup> Board establishes the committees and appoints the committee members.

## General Meeting(s) of shareholders

The general meeting of shareholders is Pierce's highest decision-making body, at which the shareholders exercise their right to decide regarding Pierce's affairs. Each share confers the right to one vote. A shareholder has the right to have a matter addressed at a general meeting of shareholders, and at the annual general meeting of shareholders ("AGM"), shareholders can also present questions regarding Pierce's operations.

The AGM is to be held within six months from the end of each financial year. At the AGM held on 20 May 2025:

- the income statements and balance sheets for the Company and Group were adopted,
- it was resolved to carry forward the funds at the disposal of the meeting,
- it was resolved to grant the Board of Directors and CEO(s) discharge from liability for financial year 2024,
- members of the Board of Directors and the Chair of the Board were re-elected, with two new members elected and one not seeking re-election,
- Grant Thornton Sweden AB was re-elected as auditor, and Grant Thornton Sweden AB had informed that Mia Rutenius would be auditor in charge,
- remuneration for the Board of Directors and auditor were determined,
- it was resolved to approve the Board of Directors' remuneration report for the financial year 2024,
- remuneration for 2024 the Board of Director was approved, and
- the board of Directors was authorised to resolve on new share issues up to 10 percent of the total number of existing shares at the time of the annual meeting of shareholders, and
- it was resolved in accordance with the proposal from the Board of Directors to implement a long-term incentive program in the form of a performance-based share program for the Company's Executive Management team (excluding the CEO) and key employees ("LTI 2025"), and a warrant program for the Company's CEO ("Warrant Program 2025/2029").

No other extraordinary general meetings were held during 2025.

Resolutions taken at general meetings of shareholders are made public in a press release after the meeting and the minutes of the meetings are published on Pierce's home page.

**The 2026 annual general meeting of shareholders (AGM) is scheduled to take place on 12 May 2026.**

## Nomination Committee

The Nomination Committee is appointed according to guidelines adopted by the AGM and is a drafting body for the AGM, which is regulated by the Code. The Nomination Committee is responsible for preparing and presenting proposals for candidates for Board Members (including Chair), Board remuneration (to be divided between the Chair, Board Members and for committee work), the person who should chair the AGM, auditors' fees and the appointment of the auditors, and also presents a proposal for the rules/instructions for the Nomination Committee. The Nomination Committee's proposals are presented in the AGM notice and on Pierce's home page.

According to the Instruction for the Nomination Committee, adopted at the 2021 AGM, the Chair of the Board is assigned the task of convening the three largest shareholders in Pierce, based on information from Euroclear Sweden AB (among other sources) on the last banking day in August each year, and to offer each the opportunity to appoint a representative to serve on the Nomination Committee. If any such shareholder waives their right to appoint a representative, the right passes to the shareholder with the next largest shareholding, and so on.

The composition of the Nomination Committee prior to the 2026 AGM was published on 7 October 2025. The Nomination Committee is comprised of:

- Max Carlsén (Chair), appointed by Verdane Freya XI Investments AB
- Fabian Bengtsson, appointed by Siba Invest AB
- Eric Thysell, appointed by Investment AB Garnen

The Chair of the Board has been assigned to serve as adjunct member of the Nomination Committee. The Chair of the Board reported the results of the 2025 Board evaluation to the Nomination Committee, which also held separate meetings with all of the Board Members and with the CEO. Shareholders have been provided the possibility to present proposals to the Nomination Committee. The Nomination Committee has held, at the point in time this report is presented, two meetings at which minutes have been recorded. No remuneration is paid to the Nomination Committee members.

In preparing its proposals to the 2026 AGM, the Nomination Committee applied 4.1 of the Code as its diversity policy.

## Board of Directors

### General information

The Board of Directors has the overall responsibility for the management of the Company's affairs in the interest of the shareholders. In accordance with the Articles of Association, the Board shall be comprised of a minimum of three and a maximum of ten members with zero deputies. At the 2025 AGM it was resolved that the Board shall be comprised of six Board Members without deputies.

The Board has no union representatives. Further information regarding the Board Members, including their shareholdings, is found in pages 19-21.

Henrik Theilbjørn, Niklas Jarl, Johannes Gadsbøll, Roger Sandberg and Lottie Saks have been deemed by the Nomination Committee to be independent in relation to the Company and its executive management, as well as in relation to the major shareholders. Thomas Schwarz has been deemed by the Nomination Committee to be independent in relation to the major shareholders but not in relation to the Company and its executive management. The Board composition thus meets the requirements of the Code in this regard.

The Company's CEO is not a Board Member, but participates in Board meetings, except when the Board addresses questions regarding the evaluation of the Board's work or evaluation of the work of the CEO. The legal counsel of the Company serves as the secretary of the Board. The Board has established an Audit Committee and a Remuneration Committee. The Board has also had separate meetings with the auditor of the Company.

The committees have, primarily, a preparatory role and do not assume the obligations and responsibilities incurred by the Board Members. The committees are presented in more detail below.

### The rules of procedure for the Board of Directors

Each year, the Board of Directors evaluates and adopts rules of procedure, instructions to the committees, instruction to the CEO, as well as instructions regarding the financial reporting. These governance documents include instructions both as regards the segregation of duties between the Board, the CEO and Board committees, respectively, and the Company's ongoing financial reporting. The Board's rules of procedure are based on the Swedish Companies Act's overall regulations regarding the segregation of duties between the Board and CEO, respectively and, in general, on the Board's approved decision-making authority.

The rules of procedure also regulate other matters, such as;

- the number of Board meetings and the matters to be addressed at the meetings,
- the Chair's, committees' and CEO's duties and the decision-making authority they have, as well as determining a clear regulation of matters subject to Board resolution,
- evaluation of the Board and the work performed by the Board and evaluation of the CEO and work performed by the CEO, and
- Board meetings practicalities and formalities and minutes of the Board meetings.

### Board meetings

The Board of Directors meets regularly in accordance with the schedule in the rules of procedures. Each Board meeting follows a predetermined agenda. The agenda, as well as documentation regarding each topic of information or decision-making matter on the agenda, is distributed well in advance of each meeting to all Board Members. Resolutions by the Board are adopted after an open discussion led by the Chair. During 2025, the Board held twenty three (23) minuted meetings (whereof nine (9) were held per capsulam). During the year, the Board has placed special attention on the following matters:

- strategy matters, including Company's growth strategy,
- follow-up of the operations (sales, marketing, purchase, logistics matters, etc.),
- remuneration and incentivisation of management and key employees,
- the Group's results and financial position,
- sustainability issues,
- financial reporting,
- the Company's financing, including borrowing facility and cash management,
- corporate governance, risk management and internal control,
- potential company acquisitions and investments,
- the Company's risk appetite,
- compliance with laws and regulations,
- revisiting assumptions concerning depreciation and write-down of inventory,
- efficiency of operations, and
- evaluation of the work performed by the Board of Directors and the CEO.

Pierce's auditors participated in one Board meeting during the year (and in three of the Audit Committee's meetings).

### Evaluation of the Board of Directors and CEO

The Board has undertaken an annual evaluation of its composition and work with the aim of highlighting matters regarding its composition, focus areas of the Board, Board material, working environment, and to identify areas for improvement. The Chair has reported the results of the evaluation to the Nomination Committee and to the Board. The Board evaluates, on an ongoing basis, the CEO and work performed by the CEO and addresses these matters on a regular basis.

### Attendance at Board meetings 2025:

Henrik Theilbjørn	23/23
Max Carlsén*	10/10
Niklas Jarl	23/23
Thomas Schwarz	22/23
Lottie Saks	21/23
Johannes Gadsbøll <sup>α</sup>	12/13
Roger Sandberg <sup>α</sup>	12/13

<sup>α</sup> Joined the board at the 2025 AGM

\* Did not seek re-election and left the board at the 2025 AGM

### Remuneration to the Board of Directors

The 2025 AGM resolved on the granting of remuneration totalling SEK 1,705,000 to be paid to the Board plus travel compensation, of which SEK 450,000 in board fees plus travel time compensation of SEK 360,000 to Henrik Theilbjørn (Chair) and SEK 200,000 to each of Lottie Saks, Thomas Schwarz, Johannes Gadsbøll, Roger Sandberg and Niklas Jarl. In addition, the 2025 AGM resolved that remuneration was to be paid for work undertaken in the Board's committees in a total of SEK 255,000, of which SEK 175,000 to the Chair of the Audit Committee, SEK 50,000 to each of the other members of the Audit Committee and SEK 30,000 to the Chair of the Remuneration Committee. Further, compensation for travel time of SEK 20,000 per physical board meeting held in Sweden is paid to Board Members domiciled abroad, excluding the Chair.

### Audit Committee

The Audit Committee has a preparatory role and reports its work to the Board. The duties of the Audit Committee include:

- monitoring of the Company's financial reporting,
- monitoring of the effectiveness of the Company's internal control, internal audit, and risk management about the financial reporting and in general,
- keeping informed about the audit,
- assessing the auditor's impartiality and independence and assisting the Nomination Committee in conjunction with the appointment of auditor.

The Committee has established guidelines regarding non-audit services provided by the Company's external auditor.

The Audit Committee was comprised of Lottie Saks (Chair) and Henrik Theilbjørn. They both are deemed independent in relation to the Company, the Company's executive management and the major shareholders.

The Company's CEO and/or CFO and legal counsel of the Company usually participate in the audit committee's meetings. The legal counsel serves as the secretary for the Audit Committee.

The Audit Committee held seven (7) times during 2025 (whereof one (1) was held per capsulam).

The Company's external auditors participated in three (3) of the Audit Committee's meetings. The matters addressed by the Audit Committee during the year have, inter alia, pertained to the following:

- financial reporting,
- financing matters, including capital raising,
- risk management,
- compliance with laws and regulations,
- internal control matters, and
- accounting matters.

In addition, the Audit Committee has addressed the annual accounts and the audit work performed on behalf of the Company, has presented a recommendation for the appointment of an external auditor to the annual meeting of shareholders and has addressed tax matters and quality assurance regarding the Company's financial reporting.

#### Attendance at Audit Committee meetings 2025:

Lottie Saks (Chair)	7/7
Henrik Theilbjørn	7/7

#### Remuneration Committee

The duties of the Remuneration Committee include:

- the preparation of the Board's resolutions in matters regarding the principles for remuneration and other terms of employment for the Company's senior executives,
- the follow-up and evaluation of the programmes for variable remuneration to the senior executives, and
- the follow-up and evaluation of the application of the guidelines for remuneration and remuneration levels within the Group.

Furthermore, the Remuneration Committee assists the Board in formulating proposed guidelines for remuneration to senior executives which the Board presents to the AGM, and it also monitors and evaluates the application of these guidelines.

The CEO and the legal counsel of the Company usually attend the meetings of the Remuneration Committee. The latter usually serves as the Remuneration Committee's secretary. During 2025, the Remuneration Committee held three meetings. The Committee consisted of two members prior to the Annual General Meeting and three members thereafter (Henrik Theilbjørn (chair), Johannes Gadsbøll and Roger Sandberg). The two members serving prior to the Annual General Meeting attended both meetings held before the Meeting, and all members of the Committee in its new composition attended the meeting held thereafter. The work has been focused on proposing goals and on the outcome of incentive programs and preparations for the 2026 AGM.

#### Guidelines for remuneration to senior executives

The guidelines for remuneration to senior executives regulate, inter alia, the relationship between fixed and variable remuneration,

between remuneration and performance, non-financial benefits, matters regarding pensions, termination of employment and severance pay, and how these issues are addressed by the Board.

The guidelines for remuneration to senior executives are reported in Note 8 – Employees and personnel costs. In accordance with the Swedish Companies Act and the Swedish Corporate Governance Board's Rules on Remuneration of the Board and Executive Management and on Incentive Programmes, the Remuneration Report will be published together with other information provided in advance of the Annual General Meeting on [www.piercegrup.com](http://www.piercegrup.com).

#### Executive management

Pierce's executive management is currently comprised of the Chief Executive Officer (CEO), Chief Financial Officer (CFO), Chief Commercial Officer, Head of Tech, Head of Fulfilment and Head of Customer Care. The executive management meets regularly and discusses and takes decisions regarding e.g. strategic, operational and financing matters general financial and market developments and guidelines and other steering documents. These discussions, decisions, and guidelines /steering documents are also part of the risk management, the control of the financial reporting and internal control in general. Further information regarding the executive management is found in pages 22-23.

#### Internal audit

The Board of Directors annually evaluate the requirement for a separate independent review function (internal audit). Currently, the Company has no such separate independent function, as the Board has deemed that there are no special circumstances in the operations or other conditions motivating the establishment of such a function, and that the existing structure for follow-up and the activities undertaken within the framework of internal control (see next page) provide a sufficient basis for review.

#### Auditors

At the 2025 AGM, the auditing firm Grant Thornton Sweden AB ("GT") was re-elected as auditor of Pierce until the end of the 2026 annual meeting of shareholders. Mia Rutenius, Authorised Public Accountant and member of FAR, serves as auditor-in-charge for Pierce since 2024.

The Company's Audit Committee has adopted guidelines for GT's provision of services to Pierce in addition to the audit assignment services. As auditor of the Company, GT is obliged to test its independence prior to each decision to provide services which are in addition to the audit assignment services. The amount of remuneration paid to GT is stated in Note 7 – Remuneration to Auditors.

#### Risk assessment

Pierce has established a routine for risk assessment entailing that the Company annually undertakes a risk analysis and risk assessment. According to this routine, risks are identified and categorised based on the following four main areas:

- strategic risks,
- operational risks,
- legal and regulatory / compliance risks, and
- financial risks (see Note 24).

The Company's goal with the risk analysis is to identify the most material risks which could hinder the Company from achieving its goals or from implementing its strategy. The purpose is also to evaluate these risks based on the likelihood of them arising in the future and the degree to which the risks could impact the Company's goals should they arise. The risk analysis also serves the purpose of assessing the effectiveness of risk measures.

Risks are evaluated and graded on a scale from 1 to 5 based on the probability of occurrence and the potential impact, with the total risk value calculated as the product of these two factors. As regards the most material risks, with a total risk value of 12 or higher, there is a concrete action plan to mitigate the risk exposure. The risks with a risk value of 9 or higher are monitored carefully during the year and by default included in the following year's risk assessment.

For all risks, regardless of risk value, potential risk measures are documented to decrease or eliminate the risk exposure and a specific risk owner is assigned. Identified risks are reported by the Company's management to the Board. The Board evaluates the Company's risk management system, including risk assessments, in an annual risk management report in which the 20 most significant risks are presented together with relevant risk mitigation measures.

## Internal control

### General information

The Board is responsible for the Company having sound internal control and ensuring that it has formalised routines assuring compliance with the adopted principles for financial reporting and internal control. The Board's Audit Committee monitors compliance with the adopted guidelines for financial reporting and internal control and has ongoing contact with the remainder of the Board and the Company's auditors. The goal is to ensure that applicable laws and regulations are complied with, that the financial reporting follows the Company's accounting principles according to IFRS and that the operations are carried out in an effective and appropriate manner.

The Company has established a routine for internal control aimed at achieving an effective organisation which fulfils the goals established by the Board. This routine includes ensuring that the Company's operations are carried out in a correct and effective manner, that laws and regulations are complied with and that the financial reporting is correct and reliable and in accordance with the applicable laws and regulations. The Company has chosen to structure the work with internal control in accordance with the COSO framework which includes the following components: control environment, risk assessment, control activities, information and communication and monitoring and follow-up.

### Control environment

Pierce's control environment is based on the segregation of duties between the Board, Board committees and the CEO, as well as on the values which the Board and Company management communicate and on which its work is based. In order to maintain and develop a well-functioning control environment, in compliance with applicable laws and regulations, and in order for Pierce to undertake its operations in the manner in which it desires throughout the entire Group, the Board has, as ultimately responsible corporate body, established a number of fundamental governance documents, policies, routines and instructions

which are significant to the risk management and internal control of the Company. These documents include, for example:

- the rules of procedure for the Board,
- instructions for the CEO,
- instructions for financial reporting,
- Code of Conduct,
- risk management instruction,
- Corporate Governance policy, and
- internal control policy.

Pierce's executive management also establishes, other, more detailed, governance documents for its operations. Policies, descriptions of routines and instructions are distributed to the employees concerned within the Pierce Group. Employees are contractually obliged to comply with relevant regulations and policies, including the Company's Code of Conduct.

### Control activities

In addition to the annual risk assessment, the risks are continually evaluated on an ongoing basis as a part of the daily operations by the Company's management and the individual risk owners. The CEO reports regularly to the Board regarding possible risk related issues.

The Company focuses on mapping and evaluating the most material risks related to the financial reporting to ensure that the Company's reporting is correct and reliable.

### Monitoring and follow-up

The Company has appointed a so-called Internal Control Coordinator (currently the Head of Financial Control and General Ledger) ("ICC") who monitors the framework for, and the follow-up of, the internal control. The ICC is responsible for the coordination, reporting and monitoring of the internal control activities undertaken in the entire organisation and for initiating training, as well as for the updating of the applicable governance documentation. In addition, individual process and control owners are assigned within the organisation.

The ICC produces an annual plan for internal control stipulating the specific focus areas within internal control for the forthcoming year, including an overview of the framework for internal control and the processes and controls which are to be tested through self-evaluation or in another appropriate manner. The annual internal control plan is adopted by the Board and monitored by the Audit Committee.

Evaluations of the effectiveness of the internal controls, and possible deviations, are performed annually, including reports summarising the executed internal controls and any possible deviations which need to be addressed. The reports are presented annually to the Audit Committee and the Board. The follow-up of deviations which need to be addressed and the follow-up of the risk assessment referred to above, are also reported annually to the Audit Committee and to the Board. In addition, the results of the external audit are monitored, whereby relevant measures are taken and progress in these areas is followed-up (also this with reporting to the Audit Committee and the Board).

The Board receives reports on the Company's revenue, profit and financial position at least once a month and, otherwise, when needed. The Company's financial reports and sustainability report are always reviewed and addressed by the Audit Committee and the Board prior to disclosure.

Furthermore, all of Pierce's overarching policies, descriptions of routines and instructions are subject to an annual review by the Board.

### Information and communication

Internal communication to employees is made via a variety of channels, including newsletters, regular forums/ meetings at various levels (from so-called "Townhall meetings", which include all employees, to meetings in operative groups), as well as via an internal portal for employees which contains overarching policies, descriptions of routines and instructions. Detailed descriptions of routines and instructions are also distributed within the various operating groups. The Company also has a whistle-blower function in accordance with applicable laws and regulations.

Pierce also has established routines for the appropriate handling and limitation of the dissemination of information, both internally and

externally. In this context, the Company has established an investor relations function and an insider committee which is monitored by the Company's CEO and CFO. The investor relations-function's major responsibility is to support the CEO and executive management in dealing with the capital markets. The investor relations function also works with the preparation of Pierce's financial reports, the annual meetings with shareholders, capital market presentations and other reporting. The purpose of the Company's insider committee is to assure that Pierce discloses information and otherwise acts in accordance with applicable stock market laws and regulations. In addition to the CEO and CFO, the Company's legal counsel has been a member of the committee and is, from time to time, involved in investor relations issues. The investor relations function has also received assistance during the year from an external consultant to ensure correct management of these matters.

### Attendance at Board Meetings

Board of directors 2025 <sup>1</sup>			Independent in relation to			Attendance		
Name	Position	Member since	The Company and executive management	Major shareholders	Board meetings	Audit Committee meetings	Remuneration Committee meetings	Directors' fees - SEK (000) <sup>2</sup>
Henrik Theilbjørn <sup>1</sup>	Chairman of the Board	2022	Yes	Yes	23/23	7/7	3/3	530
Thomas Schwarz <sup>1</sup>	Board member	2022	No	Yes	22/23	-	-	200
Max Carlsén <sup>1</sup>	Board member	2022	Yes	No	10/10	-	2/2	-
Lottie Saks <sup>1</sup>	Board member	2023	Yes	Yes	21/23	7/7	-	375
Niklas Jarl <sup>1</sup>	Board member	2024	Yes	Yes	23/23	-	-	200
Johannes Gadsboll <sup>1</sup>	Board member	2025	Yes	Yes	12/13	-	1/1	117
Roger Sandberg <sup>1</sup>	Board member	2025	Yes	Yes	12/13	-	1/1	117

<sup>1</sup> The Board of Directors as of 31 December 2025. Max Carlsén resigned from the Board at the Annual General Meeting on 20 May 2025.

Johannes Gadsboll and Roger Sandberg were elected as Board members at the Annual General Meeting on 20 May 2025.

<sup>2</sup> Directors' fees cover the period from the Annual General Meeting 2025 to the Annual General Meeting 2026.

Translation of the Swedish original

## **Auditor's report on the corporate governance statement**

To the general meeting of the shareholders in Pierce Group AB (publ), corporate identity number 556967-4392.

### **Engagement and responsibility**

It is the board of directors who is responsible for the corporate governance statement for the year 2025 on pages 12 – 17 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 auditing standard RevU 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 March 20, 2026  
Grant Thornton Sweden AB

Mia Rutenius  
Authorized Public Accountant  
Auditor in-charge

Ida Sparrfeldt  
Authorized Public Accountant

## Board of Directors

According to Pierce's Articles of Association, the Company's Board of Directors is to comprise of a minimum of three, and a maximum of ten, Board Members without deputies. According to the assessment of the Nomination Committee, all Members are independent in relation to the Company, its executive management and major shareholders, except one member who is deemed to be independent in relation to the major shareholders, but not in relation to the Company and its executive management.



### Henrik Theilbjørn

**Born:** 1961

**Chair since:** 2022

**Chair of the Remuneration Committee and member of the Audit Committee**

**Education:** Master of Science in International Economics and Management from Aarhus University.

**Other current positions:** Chair of the Board, Boozt AB, Masai Group A/S, Unique Furniture A/S and Neutral A/S.; Board Member, Dustin Group AB

**Background:** Various Chair and Board positions within lifestyle companies, including Chair of BHG Group AB (publ).

**Independence:** Independent in relation to the Company, its executive management and major shareholders.

**Own holdings and holdings of closely affiliated persons:** 225,000



### Lottie Saks

**Born:** 1967

**Board Member since:** 2023

**Chair of the Audit Committee**

**Education:** Master of Economics in Uppsala University.

**Other current positions:** Board Member, AWA Holding AB and Freemelt AB.

**Background:** Board Member, Chair of the Audit Committee Siverts Semiconductors AB, Group CFO Haldex, Group CFO CINT Group, Group CFO OneMed Group, CFO Telenor Connexion, Finance Director Johnson & Johnson, Head of Business Control OMX Technology Financial Markets, Group CFO in Siverts Semiconductors AB.

**Independence:** Independent in relation to the Company, its executive management and major shareholders.

**Own holdings and holdings of closely affiliated persons:** -



## Niklas Jarl

**Born:** 1979

**Board Member since** 2024

**Education:** Berghs School of Communication.

**Other current positions:** Board Member of Thespis AB and Rawbike Scandinavia AB; CEO of Rawbike Scandinavia AB, Thespis AB, Vartex AB and Zidcore AB, CCO of WeSports Scandinavia AB

**Background:** CEO of Vinoteket.com, Bemz.com and Lekmer.com

**Independent:** Independent in relation to the Company, its executive management and major shareholders.

**Own holdings and holdings of closely affiliated persons:** 10,000



## Thomas Schwarz

**Born:** 1965

**Board Member since** 2022

**Education:** Economics at German chambers of commerce.

**Other current positions:** Managing partner of O'NEAL Europe GmbH & Co.

**Background:** Product development, sales /purchasing and marketing positions in the MC, MX and MTB sector, including Hein Hericke GmbH, Eurobike AG and DiFi Dierk Filmer GmbH.

**Independence:** Independent in relation to the Company's major shareholders but not in relation to the Company and its executive management.

**Own holdings and holdings of closely affiliated persons:** -



## Johannes Gadsbøll

**Born:** 1980

**Board Member since** 2025

**Member of Remuneration Committee**

**Education:** Academy Foundation degree in Business, Aarhus Business College

**Other current positions:** Chairman of Hobbii.com, Chairman of Premium XL Group, Board Member of WhiteAway Group, CEO of Møbelkompagniet.dk, CEO of HAK Holding ApS.

**Background:** Business entrepreneur and investor. Founder of WhiteAway Group.

**Independence:** Independent in relation to the Company, its executive management and major shareholders.

**Own holdings and holdings of closely affiliated persons:** -



## Roger Sandberg

**Born:** 1969

**Board Member since** 2025

**Member of Remuneration Committee**

**Education:** Educations in economics at Uddevalla Sweden

**Other current positions:** Business Director, Private Label and Commercial Agreements at Komplet Group ASA, Board Member of Elektronikbranschen Sverige AB.

**Background:** Founder of NetOnNet AB, CEO of NetOnNet AB, COO NetOnNet Group AB, CPO Komplet Group ASA.

**Independence:** Independent in relation to the Company, its executive management and major shareholders.

**Own holdings and holdings of closely affiliated persons:**

**Shares:** 150,000

## Management



### Göran Dahlin

**Chief Executive Officer**

**Born:** 1971

**Pierce Rider since** 2023

**Education:** Masters of Marketing and Finance, Stockholm School of Economics

**Background:** CEO, SGDS Gruppen AB (Head of Saint-Gobain Distribution Sweden); COO, Dahl Sverige AB; Marketing Director, SNA Europe / Bahco.

**Shares:** 179,952

**Warrants:** 800,000



### Fredrik Kjellgren

**Chief Financial Officer (from November 12, 2025)**

**Born:** 1970

**Pierce Rider since** 2025

**Education:** Executive MBA, Stockholm School of Economics, Business Msc, Luleå University of Technology

**Background:** CFO of Kesko Sweden; CFO, SGDS Gruppen AB (Saint-Gobain Distribution Sweden); CFO of Dahl Sverige AB; Finance Director Northern Europe of Arrow Electronics. ,

**Shares:** -

**Warrants:** -



### Daniel Bik

**Chief Commercial Officer (from February 3, 2025, until January 10, 2026)**

**Born:** 1981

**Pierce Rider since** 2025

**Education:** Master of Science in Finance, Stockholm University

**Background:** CEO, Optimera Svenska AB; Sales Director PHS, Dahl Sverige AB; Marketing Director, Dahl Sverige AB.

**Shares:** 20,000

**Warrants:** -



## Emilija Frew

**Head of Tech**

**Born:** 1985

**Pierce Rider since** 2023

**Education:** Bachelor of Arts in London University of Arts

**Background:** CIO, Profoto (pre & post IPO); Global head of digital commercial performance, HSBC; Global Head of Online, Tele2.

**Shares:** -

**Warrants:** -



## Mariusz Mastela

**Head of Fulfilment**

**Born:** 1978

**Pierce Rider since** 2015

**Education:** Master of Science in Engineering-Logistics and Water Transport Management in West Pomeranian University of Technology in Szczecin

**Background:** Shift Manager in Rhenus Logistics; Manager of Personal Injury Claims Settlement Team in Polskie Towarzystwo Ubezpieczeń S.A.

**Shares:** -

**Warrants:** -



## Marta Garcia

**Head of Customer Care**

**Born:** 1979

**Pierce Rider since** 2018

**Education:** Master of Human Resources Management, Centro de Estudios Financieros; Degree in Pedagogy, Universidad de Barcelona.

**Background:** Customer Experience and Operational Excellence, AXA Partners; Business Area Manager, Bosh Communication Centre; Contact Centre Manager, Transcom.

**Shares:** -

**Warrants:** -



Financial information

## Directors' report

The Board of Directors and CEO of Pierce Group AB (publ), Corp. ID No. 556967-4392 domiciled in Stockholm (Sweden), hereby present the annual report and consolidated accounts for the financial year 2025. The annual report is prepared in millions of Swedish krona (SEK million). Unless stated otherwise, the comparative figures for 2024 are stated in parentheses. The five-year overview is presented on page 4.

### The Pierce Group in brief

Pierce is a leading e-commerce Company that sells motorcycle and snowmobile gear, parts and accessories to riders across Europe. The Company has a unique and wide range of products, which includes several own brands.

Sales are conducted through locally adapted websites to serve motocross and enduro riders, customers who ride on traffic-filled roads and snowmobile riders.

Pierce is a European Company with headquarters in Stockholm, a centralised warehouse in Szczecin, where it also has an office with IT, finance and marketing expert teams, and a customer care function in Barcelona. The Company has approximately 295 employees.

Since 26 March 2021, the Pierce Group AB (publ) is listed on the Nasdaq Stockholm Small Cap.

### Financial targets

Pierce's Board of Directors has adopted the following financial targets<sup>1</sup>:

#### Net revenue growth

In the medium to long term (3-5 years), organically outgrow the European online market for motorcycle gear, accessories and parts.

#### Adjusted operating margin (EBIT)

In the medium to long term (3-5 years), achieve an adjusted operating margin (EBIT) of 5-8 percent.

#### Capital structure

Net debt/EBITDA<sup>2</sup> not exceeding 2.0x, subject to temporary flexibility for strategic initiatives.

#### Dividend policy

Over the next few years, free cash flows<sup>3</sup> are planned to be used for the continued development<sup>4</sup> of the Company and thus not distributed to shareholders.

### The share and ownership structure

#### The Pierce share

The Pierce share is listed on the Nasdaq Stockholm Small Cap and trades under the ticker symbol PIERCE and ISIN code SE0015658364.

The share price at the beginning of the year was SEK 7.3 and was SEK 14.3 on the last trading day of the period. The number of shareholders was 3,138, of which the largest were Verdane Capital (20.6%), Siba Invest AB (10.9%), Investment AB Garnen (5.3%), Fourth AP fund (Sw. Fjärde AP-fonden) (4.6%) and Avanza Pension (4.3%).

On 9 April 2025 a total of 1,025,000 series C shares were registered through a directed share issue to ensure delivery of performance shares to participants in the LTIP 2024/2027 performance-based share

program. Series C shares carry one-tenth of a vote per share and do not entitle the holder to dividends. As the Company holds all issued series C shares in treasury, the 102,500 votes they carry cannot be represented at any General Meeting.

As of 31 December 2025, the share capital consisted of 79,374,100 ordinary shares with one vote per share and 1,975,000 series C shares with one-tenth of a vote per share, totalling 81,349,100 shares and 79,571,600 votes, equivalent to a quota value of SEK 0.02.

For further information see Note 20 – Equity.

#### Incentive program

The Company has launched three long-term incentive programs – LTIP (entitling the right to acquire shares according to certain terms and conditions). Further information is provided in Note 8 – Employees and personnel costs.

#### Warrant program

The Group has a warrant program as a part of an incentive program for the CEO. Further information is provided in Note 8 – Employees and personnel costs.

#### Remuneration to executive management

The 2023 AGM adopted the Board's proposal for guidelines for remuneration and other terms of employment for senior executives. The guidelines regulate, inter alia, the relationship between fixed and variable remuneration, between remuneration and performance, non-financial benefits, matters regarding pensions, termination of employment and severance pay, and how these issues are addressed by the Board.

Earlier adopted remuneration guidelines will continue to apply in 2026.

Guidelines for remuneration to senior executives are reported in Note 8 - Employees and personnel costs.

#### Additional information about shares, votes and various agreements between shareholders and the company

For the provisions in the articles of association concerning the appointment and dismissal of board members, as well as amendments to the articles of association, and for the authorizations granted by the general meeting of shareholders to the Board of Directors to decide that the company shall issue new shares or acquire its own shares, please refer to the General Meeting(s) of shareholders section of the Corporate Governance on page 13.

<sup>1</sup> The Board of Directors adopted the financial targets in May 2024.

<sup>2</sup> Alternative Performance Measures (APM), refer to pages 70 - 72 for definitions and the purpose of these measures.

<sup>3</sup> Free cash flows refer to cash flow from operating activities and operations and investment activities.

<sup>4</sup> By development of the Company is meant, for example, investments in IT hardware, IT development, expansion of distribution warehouses, marketing, customer acquisition and business and asset acquisitions.

## Comments to the Group's profit/loss

### Net revenue

Net revenue increased by 12 percent to SEK 1,816 (1,628) million. In local currencies, the growth was 14 percent. The increase within the main categories Offroad and Onroad was 11 percent and 17 percent, respectively. Net revenue for the Other category (which is highly seasonal and smaller than the other two categories) declined by 14 percent.

SEKm	2025	2024	2023	2022
Offroad	1,129	1,017	952	999
Onroad	617	530	496	569
Other	69	81	89	102
<b>Net revenue</b>	<b>1,816</b>	<b>1,628</b>	<b>1,537</b>	<b>1,670</b>

### Gross profit and gross margin

Gross profit amounted to SEK 773 (724) million, equivalent to a margin of 42.6 (44.5) percent.

The company made a deliberate investment at the end of last year to significantly broaden the product offering, which has been a key driver of this year's net revenue growth. However, such a rapid increase naturally brings a temporary, elevated risk of obsolescence. New products are typically purchased six to nine months before sales begin, and it is therefore expected that not all SKU-level volume assumptions will prove fully accurate.

To address this, an additional obsolescence provision of SEK 13 million was recognized in the third quarter, reducing the gross margin by 1.0 percentage point and significantly lowering the risk of future obsolescence. Following the Black Friday campaign season, the overall obsolescence provision decreased in the last quarter of the year, driven by extensive discounted campaigns targeting obsolete inventory.

Inventory levels have remained relatively stable since the increase at the end of last year and early this year, reflecting our focus on strengthening the customer offering without materially increasing total inventory. As a result, and supported by continued inventory optimization efforts, we expect obsolescence costs to stabilize as we move into next year.

Last year, gross profit benefited from a reversal of the provision for obsolete inventory, which had a positive effect of SEK 19 million on gross profit, and increased the gross margin by 1.2 percentage points.

In-freight costs totalled SEK -77 (-67) million, corresponding to 4.2 (4.1) percent of net revenue. In-freight cost ratio as a percentage of revenue increased by 0.1 percentage points compared to last year, driven by slightly higher freight prices.

### Operating costs

Sales and distribution costs amounted to SEK -538 (-515) million, equivalent to 29.6 (31.6) percent of net revenue, an improvement in the ratio of 2.0 percentage points. Marketing costs and staff expenses decreased relative to net revenue by 0.8 and 0.4 percentage points, respectively. This reflects disciplined cost management and continued efficiency improvements in performance marketing, as well as a focused approach to brand marketing during the year. Other significant costs, such as fees to payment providers, were maintained on a similar level in relation to net revenue. Freight costs to customers increased slightly. Depreciation and amortization decreased as expected, reflecting the completion of depreciation periods for several major investments made in previous years.

Administration costs were SEK -208 (-196) million, equivalent to 11.5 (12.1) percent of net revenue, and included accelerated amortisation of

trademarks to be discontinued of SEK -6 (-7) million. Excluding items affecting comparability, the administration costs totalled SEK -196 (-192) million.

Included in the above operating costs, but excluding items affecting comparability, overhead costs totalled SEK -281 (-270). During the year, an estimated total of SEK 29 (10) million was spent on transformation of the IT tech stack, primarily in the form of external consultants and costs associated with systems that are yet to be implemented. The estimate does not include costs for in-house staff.

### Adjusted EBIT and EBIT

EBIT amounted to SEK 28 (18) million, corresponding to an operating margin of 1.6% (1.1%). The result was impacted by items affecting comparability of SEK -17 (-7) million, primarily related to personnel costs following the organisational restructuring, as well as share-based payments and compensation associated with a reduction in office space at one of the company's locations.

Adjusted EBIT amounted to SEK 45 (25) million, corresponding to a margin of 2.5 (1.5) percent.

Adjusted EBIT included accelerated amortisation of trademarks to be discontinued of SEK -6 (-7) million. To boost private brand growth, the brand portfolio is being consolidated to focus investments on fewer brands. Some will be merged or discontinued, resulting in total SEK 16 million in accelerated amortisation by the second quarter of 2026.

### Financial items

Financial income totalled SEK 4 (28) million, of which SEK 4 (10) million was income from short-term bank deposits. Last year, SEK 12 million referred to exchange rate differences from the revaluation of financial balance sheet items, and the remainder was attributable to gains from exchange rate effects from currency derivatives.

Financial expenses of SEK -33 (-5). In both periods, financial expenses comprised leasing expenses and credit facility fees. The increase was attributable to exchange rate differences of SEK -16 million from the revaluation of financial balance sheet items, and to revaluation of currency derivatives of SEK -8 million. These two had a positive impact in the previous year of SEK 12 million and SEK 7 million, respectively.

### Taxes and result for the year

Tax totalled SEK -1 (-6) million and the result for the period was SEK 0 (36) million.

### Comments to the Group's cash flow

Cash flow from operating activities amounted to SEK -3 (105) million. Cash flow from operating activities before changes in net working capital remained positive at SEK 68 (92) million. The lower operating cash flow was primarily caused by a net outflow of SEK -70 (13) million

from changes in net working capital. This negative development was driven by higher inventory levels and elevated trade receivables towards year-end.

Cash flow from investments totalled SEK -21 (-8) million and comprised of the purchase of equipment for the distribution warehouse, to the placement of funds for commercial deposits and guarantees and also to investments in IT infrastructure.

Cash flow from financing activities was SEK -26 (-29) million and consisted of leasing payments and trade loans.

Cash flow for year to date was SEK -50 (68) million. Including exchange rate differences, which totalled SEK -12 (7) million, cash and cash equivalents at the end of the period amounted to SEK 235 (297) million.

## Comments to the Group's financial position

### Net working capital

Product availability remains a key driver of growth, customer satisfaction, and retention. As a result, Pierce continues to prioritize having a strong and accessible assortment. This focus supports the Company's position as a leading industry specialist, offering one of the most extensive and attractive product ranges at competitive prices, paired with fast and reliable delivery.

Net working capital amounted to SEK 163 (100) million, corresponding to 9.0 (6.1) percent of LTM net revenue of SEK 1,816 (1,628) million. Pierce's inventory increased by SEK 32 million, reaching SEK 451 million, reflecting the residual effects of the broader product assortment introduced ahead of the peak trading season.

Following the completion of Black Month and the holiday period, net working capital declined compared with the previous quarter, supported by strong sales execution and a normalization of activity levels. The reduction reflects a lower inventory position compared with the peak season, as well as timing effects related to receivables and settlements around year-end.

### Right-of-use assets and lease liabilities

Right-of-use assets amounted to SEK 119 (54) million and leasing liabilities to SEK 117 (52) million. The increase is primarily attributable to the renewal of the lease agreement for the Group's warehouse, which, was extended for a five-year period on favorable terms. The warehouse's strategic location is beneficial to the Group's position and future operations.

### Net debt and credit facility

The net cash position at the end of the period equaled cash and cash equivalents and amounted to SEK 235 (297) million. Pierce has a credit facility of up to SEK 150 million which was not utilised during the period. The credit facility is subject to certain financial covenants regarding the Group's leverage ratio and interest coverage ratio. Covenants are reported quarterly. As of 31 December 2025, Pierce was not in breach of the covenants in accordance with the current agreements for the credit facility.

### Equity

The Group's equity at the end of the period amounted to SEK 663 (666) million. The SEK 3 million decrease in equity is explained by the negative effects of the translation reserve of SEK -5 million, and by share-based compensation of SEK 3 million. The result for 2025 amounted to SEK 0 million.

## Employees

The average number of employees during the year amounted to 295 (325). Of these, 172 (201) were white collar workers in Sweden, Poland and Spain.

For more information regarding Pierce's corporate culture and employees, see the Sustainability Report on [www.piercergroup.com](http://www.piercergroup.com).

## Parent Company

Pierce Group AB (publ), Corp. ID Number 556967-4392, is the Parent Company in the Pierce Group, and is a public limited liability company with registered offices in Stockholm, Sweden. Since 26 March 2021, the Pierce share is listed on the Nasdaq Stockholm, Small Cap.

The object of the Parent Company's business is to own and manage real property and movable property and directly or indirectly, through subsidiaries, carry out sales of equipment, accessories, and spare parts for motorcycles and other vehicles, and carry out other operations consistent therewith.

During the year, net revenue totalled SEK 20 (20) million and was fully attributable to sales to Group companies. Financial net consisted of interest income and exchange rate differences from the revaluation of an intercompany loan. The net result before tax for the quarter was SEK -7 (17) million. The Parent Company's equity at the end of the period was SEK 752 (756) million.

The CEO and CFO are employed in the Parent Company.

## Related party transactions

During the current period Pierce purchased goods (for resale in its ordinary business) from O'Neal Europe GmbH & Co. KG, a company controlled by Pierce Group AB Board Member Thomas Schwarz, for a price of SEK 37 (34) million.

All transactions with this supplier were performed on commercial market terms.

For further information regarding related parties see Note 29 – Related party transactions.

## Sustainability Report

In accordance with the Annual Accounts Act, Pierce prepares a Sustainability Report. This provides non-financial information in reference with the Global Reporting Initiative (GRI) 2021. The Sustainability Report is available on the Company's webpage [www.piercergroup.com](http://www.piercergroup.com).

## Significant events during the financial year

### Revision of segment reporting

The company decided to revise segment reporting and have since 1 January 2025 no longer reported three segments but instead reported the business as a single segment. The decision is part of a more integrated strategy for managing and monitoring the Group's operations. This development also aligns with the increasing unification of the Group's digital presence, where the distinction between segments and their respective product offerings is becoming less defined. As the business has evolved towards a more cohesive structure, segment reporting has lost its relevance and no longer reflects how operations are conducted.

### Series C share issue

In April 2025, Pierce Group AB (publ) carried out a directed issue of 1,025,000 series C shares to Nordic Issuing AB to ensure the delivery of performance shares to participants in the LTIP 2024/2027 performance-based share program.

### Resignation of Chief Financial Officer

On 15 April 2025, Fredrik Ideström announced his resignation as Chief Financial Officer.

### LTIP 2025/2028

On 20 May 2025 the Annual General Meeting approved to introduce a long-term incentive program ("LTIP 2025/2028") in the form of a performance share program for the company's senior executives and key employees. A maximum of 850,000 ordinary shares can be issued in this program.

### Warrant program

On 20 May 2025 the Annual General Meeting approved to introduce a long-term incentive program for the company's CEO based on issue of warrants ("Warrant Program 2025/2029").

### Board members

On 20 May 2025 the Annual General Meeting resolved to elect Johannes Gadsbøll and Roger Sandberg as new ordinary board members. Max Carlsén had declined re-election.

### Fredrik Kjellgren assumed the role of CFO

On 12 November 2025 Fredrik Kjellgren assumed the role of Chief Financial Officer of Pierce Group AB.

## Significant events after balance sheet date

### New credit facility agreement

The Group has renewed the credit facility agreement with its existing banking partner, one of Sweden's largest banks, replacing the facility scheduled to expire in the first quarter of 2026.

## Corporate Governance Report

The Group's Corporate Governance Report is presented on pages 12-17.

## Proposed appropriation of profits

The Board of Directors proposes to the annual general meeting of shareholders that no dividend be paid to shareholders for financial year 2025.

The following profits are at the disposal of the Annual General Meeting (SEK):

Share premium reserve	747,688,528
Retained earnings	9,385,012
Profit/loss for the year	-6,690,084
	<b>750,383,455</b>
To be appropriated as follows:	
Carry forward	2,694,927
Remaining share premium reserve to be carried forward	747,688,528
<b>Total</b>	<b>750,383,455</b>

## Risks and uncertainties

In general, the Group's earnings capacity and financial position are impacted primarily by the demand from its customers, geopolitical

risks, the ability to retain and recruit competent employees, and IT-related risks.

The following described risks are those deemed to be of greatest significance and should not be seen to be exclusive; neither are the risks reported in any order.

### Market-related risks

The operations are exposed to external factors, events and changes in the markets in which the Group operates. These risks include, amongst others, negative swings in the economic climate and other market-related risks, such as Pierce being able to purchase and offer products and the right quantities of such products matching consumer demands, operating in a fragmented and competitive market, being dependent on external suppliers for the purchase of goods which are sold on to the customers and the possibility of retaining and recruiting competent employees to ensure an effective use of advanced systems solutions, etc. The Group works actively to reduce these risks.

The retail trade is particularly cyclical and the consumers' purchases of seldom purchased items, which includes most Pierce's products, usually declines during low economic activity and periods during which disposable incomes or consumption is low.

There is also a risk that potential competitors, who currently are not, in comparison with Pierce, focused on online sales – but who sell the same products as Pierce or operate in the same geographical markets as Pierce – will develop their own offerings and, thereby, increase or intensify their competitive stance vis à vis Pierce. For example, online retailers such as Amazon – both through its marketplace where third party suppliers sell via Amazon and through Amazon's selling of its own assortment – will place a greater focus on motorcycle sport gear in the future. The same applies to eBay and e.g. Temu.

The consumers' demand for motorcycle gear is seasonal. The Group's product mix is comprised of a large number of various products, primarily for use outdoors. The sale of outdoor products is, therefore, impacted by certain seasonal and weather factors. Deviations from normal weather conditions, such as unusually extreme weather, can negatively affect sales and the results during different quarters. For example, an unusually hard or long winter or a particularly rainy summer, can have a negative effect on Pierce's Onroad operations, while dry surface conditions can have a negative impact on Pierce's Offroad operations. An unusually snow-free winter can have a negative impact on Pierce's snowmobile operations.

### Legal, regulatory, and political risks

Pierce may become involved in disputes as part of its ongoing business operations and can, therefore, be subject to various claims, such as consumer related claims due to for example delivery issues, alleged weaknesses, defects or fraud. Claims may also concern delays and/or delivery interruptions, fraud and cyber crime or intellectual property infringement, etc. For example, for private brands, third parties may claim that they have proprietary rights to a certain product, solution or design.

Political, social or economic instability, as well as implementation of sanctions or trade restrictions, in countries where Pierce's operations or suppliers are located (e.g. China) could affect or disrupt Pierce's business. While Pierce is not directly exposed to the war in the Ukraine or Russia, the war in the Middle East region or United States trade tariffs or sanctions, there is a risk that such instability affects the economic climate generally, the willingness of customers to make

discretionary purchases, the cost base of suppliers and/or the costs of transport.

The ongoing uncertainties surrounding the future direction of the US–EU relationship present a growing risk for businesses, particularly in areas such as trade policy, regulatory alignment, and cross-border investment conditions. Heightened geopolitical tensions and shifting political priorities could lead to sudden changes that impact market access, supply chains, and long-term planning. Maintaining agility and closely monitoring developments will be essential to manage exposure and protect business continuity.

The main regulatory risk concerns Pierces' distribution warehouse and office in Szczecin, Poland which is exposed to local Polish laws and regulations. The distribution warehouse has a so-called *bonded warehouse license*, which implies that goods that would otherwise be subject to customs clearance can be stored and handled customs free. If this license would be changed or be terminated through a decision by the Polish authorities, this would have significant effects on the Company's logistics system.

#### **Strategic and operational risks**

Pierce is dependent on suppliers to be able to sell their products. The Company purchases external brand products either directly from the suppliers or via distributors. Since the launch of Pierce 2.0 from 2024, the Group is placing greater emphasis on private brands in general and a few of its private brands in particular, while discontinuing the others. The Group does not manufacture its private brand products, which implies that Pierce's offering of these products is also dependent on external suppliers. During the recent years, the Covid-19 pandemic and its aftermath has impacted the operations through cost increases, certain product availability shortages in the market and through delays and disturbances in deliveries. Sales of private brands imply that Pierce has the product responsibility and can be required to recall defective products. There are also risks related to IP aspects of private brands.

In previous periods we identified a risk of significantly increased shipping prices from Asia due to global shortage of containers. As of the end of 2023 that risk was deemed less relevant, as shipping prices from Asia have fallen back to pre-pandemic levels. However, ongoing geo-political challenges in the middle east and the Red Sea in particular have again impacted shipping prices from Asia which have been higher in 2024 vs previous year and also proven more volatile. During 2025 the prices have stayed at similar levels as in 2024. The inflation, interest rate increases and possible recession's impact on customer behaviour and demand also continue to be factors of uncertainty.

As Pierce gradually moves to a new tech stack with more and new SaaS suppliers the dependency on third party software and services that are an integral part of our online stores or operation increases. Although SLAs are in place, the risk increases.

With increasing purchases, the risk of reaching warehouse capacity, availability and efficiency increases. The possible risk and impact of a major incident in the warehouse could further impact our ability to deliver customer orders.

#### **Online marketing**

Pierce relies on online marketing channels such as e-mail, Google, Facebook and Instagram. Changes in the scope or effectiveness of enforcement and regulatory activities, the models of these companies, or in their algorithms could negatively impact the ability to market to customers and prospects.

#### **Project and change management**

Pierce is active with an extensive portfolio of transformation initiatives to improve the business, drive simplification and process improvement as well as to and ensure compliance. These initiatives are related to our tech platform, as well as organisation and processes. This entails a risk of difficulties effectively implementing a complex project portfolio combined with changing organisation and people and to drive the necessary change across the business.

#### **IT and data compliance**

It is assessed that there is a greater risk in 2026 for non-compliance with EU privacy regulation/GDPR and Information security, both in terms of internal processes and systems as well as third party solutions, incl. vulnerability management. The growing use of AI introduces new risks related to data security, compliance, and system reliability.

#### **Compliance**

Changing regulations and certification requirements in different markets and a larger tail catalogue of own-brand products, entails a greater risk that Pierce will be late in identifying or complying with changing regulations in each of the markets where we operate.

Increasing regulations to protect consumers across a multitude of markets further pose an increased risk of being late in identifying or implementing changes fast enough.

Also, increasing environmental and sustainability regulations poses a risk by leading to higher compliance costs, stricter reporting requirements, and operational adjustments to meet evolving legal standards.

#### **Financial risks**

Through its operations, the Group is exposed to various financial risks, such as currency risk, interest rate risk, and the risk of being unable to secure sufficient financing. Responsibility for the Group's financial transactions and risks is handled centrally by Group management. The overall target is to maintain cost effective financing and minimise any negative effects on the Group's results and financial position arising due to market fluctuations or credit losses.

E-commerce is characterised by sales increases during certain periods, for example during the fourth quarter's campaigns for Black Week and Christmas. Prior to such campaigns, stock purchases usually increase and thereby also inventory levels. If Pierce's sales are negatively affected or interrupted during such periods, the liquidity effects, and the impact on the possibilities of achieving profitability targets for the Group may be proportionally more significant compared with other periods.

Pierce has a credit facility with one of the larger Swedish banks of up to SEK 150 million that was not utilised by the end of the period. The credit facility is subject to, amongst other things, certain financial covenants regarding the Group's leverage ratio and interest coverage ratio. Covenants are reported quarterly. As of 31 December 2025, Pierce was not in breach of the covenants in accordance with the current agreements for the credit facility.

The Group's financial risks and how they are handled are described in more detail in the Group's Note 24 – Financial risks.

Pierce performs impairment testing for assets using a discount rate considering the risk-free interest. There is a risk that the risk-free interest will increase and therefore the discount rate used to calculate

the asset value will increase which could lead to a recognition of impairment of assets.

#### **Global conflicts**

The conflict between Russia and Ukraine, which began on 24 February 2022, and the ongoing Israel-Hamas conflict since 7 October 2023, have contributed to geopolitical instability. These events have led to potential impacts on prices, exchange rates, import/export restrictions, and the availability of raw materials and goods and resources where Russia, Belarus and/or Ukraine as well as Israel and other countries in the Middle East are involved. Pierce Group has no material direct operations in the affected countries, so the direct impact is assessed as low. However, the indirect effects, such as shifts in customer demand in Europe and disruptions in the Red Sea shipping routes, have been significant.

Since the beginning of the Ukraine conflict, the decrease in demand has had a negative effect on Pierce's sales. However, from the second half of 2024 and during 2025 we do see a small shift in demand, increasing slightly compared to the previous periods.

Recent escalations involving Iran, Israel, and the United States, along with increased tensions in neighbouring Gulf states, have significantly raised geopolitical risks in the Middle East and adjacent transport corridors. Heightened security risks in and around the Arabian Gulf, the Gulf of Oman, and the Strait of Hormuz may lead to temporary disruptions, reduced vessel traffic, or the re-routing of maritime and air freight flows, potentially resulting in longer lead times and reduced reliability in global logistics networks.

Interruption of maritime traffic through the Strait of Hormuz - one of the world's most critical chokepoints for oil and gas exports - has already led to sharp reductions in ship movements and notable surges in oil prices.

This volatility in energy markets may translate into higher freight rates, increased fuel surcharges, and elevated transport and handling costs for Pierce and/or its suppliers. The conflict is also driving tighter carrier capacity, additional security requirements, and intermittent interference with navigation and communication systems, which could negatively affect inbound deliveries, inventory availability, and customer delivery performance.

These factors, along with political changes in the US, have made freight prices more volatile and higher in 2025 and 2024 compared to late 2023, posing a potential risk to margins. While the current outlook is uncertain, there is a risk that shipping rates will continue to be volatile and (on average for the Company, like its competitors) higher. In consequence, the Company is taking active measures to reduce the potential impact on margins. However, it is possible that higher average freight costs may increase the cost of goods sold and constrain margin growth, to the extent that these costs cannot be passed on or other measures do not succeed. Changes in freight prices typically have an effect on cash and working capital as the goods purchased are inbound, the impact on profit and loss however materializes as the product is sold.

Also, like many competitors and suppliers in the market in which the Company operates, Pierce is heavily dependent (both directly and indirectly) on suppliers in China. Depending on how the geopolitical situation develops, it may become more difficult and/or costly to obtain a consistent supply of products from this market.

#### **Climate risk**

Pierce is aware that in the recent periods a climate risk has become relevant. We assess that the climate risk has no direct material financial and non-financial impact on Pierce Group, other than what has been mentioned above.

## Consolidated statement of profit/loss

SEKm (unless stated otherwise)	Note	2025-01-01	2024-01-01
		2025-12-31	2024-12-31
Net revenue	3,4	1,816	1,628
Cost of goods sold	4,5	-1,043	-903
<b>Gross profit</b>		<b>773</b>	<b>724</b>
Sales and distribution costs	4,5,6,8,15	-538	-515
Administration costs	5,6,7,8,15	-208	-196
Other operating income and expenses		2	5
<b>Operating profit/loss</b>		<b>28</b>	<b>18</b>
Financial net <sup>1</sup>	9,10	-28	24
<b>Profit/loss before tax</b>		<b>0</b>	<b>42</b>
Income tax	11	-1	-6
<b>Profit/loss for the year</b>		<b>0</b>	<b>36</b>
<b>Attributable to shareholders of the Parent Company</b>		<b>0</b>	<b>36</b>
<b>Earnings per share:</b>			
Earnings per share before dilution (SEK)	12	-0.01	0.45
Earnings per share after dilution (SEK)	12	-0.01	0.45
Average number of shares before dilution (thousands)		79,374	79,374
Average number of shares after dilution (thousands)		79,374	79,429

<sup>1</sup> Exchange rate differences reported for previous financial year are presented net in this statement.

## Consolidated statement of comprehensive income

SEKm	Note	2025-01-01	2024-01-01
		2025-12-31	2024-12-31
Profit/loss for the year		0	36
<b>Items that may subsequently be reclassified to income statement</b>			
Translation difference	20	-5	3
<b>Other comprehensive income for the year</b>		<b>-5</b>	<b>3</b>
<b>Comprehensive income for the year</b>		<b>-6</b>	<b>39</b>
<b>Comprehensive income for the year attributable to:</b>			
Shareholders of the Parent Company		-6	39

## Consolidated statement of financial position

SEKm	Note	2025-12-31	2024-12-31
<b>Assets</b>			
<b>Non-current assets</b>			
Intangible assets	13	268	281
Property, plant and equipment	14	11	15
Right-of-use assets	15	119	54
Financial assets	24,25,27	19	6
Deferred tax assets	11	2	2
<b>Total non-current assets</b>		<b>418</b>	<b>358</b>
<b>Current assets</b>			
Inventory	3,16	451	419
Receivables from payment providers	24,25	10	11
Current tax receivables		2	2
Other receivables	24,25	5	10
Prepaid expenses and accrued income	17	5	6
Cash and cash equivalents	18,25	235	297
<b>Total current assets</b>		<b>708</b>	<b>745</b>
<b>Total assets</b>		<b>1,126</b>	<b>1,103</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Share capital	20	2	2
Other contributed capital		817	814
Translation reserve	20	7	12
Retained earnings including profit/loss for the year		-162	-162
<b>Total equity attributable to shareholders of the Parent Company</b>		<b>663</b>	<b>666</b>
<b>Total equity</b>		<b>663</b>	<b>666</b>
<b>Non-current liabilities</b>			
Leasing liabilities	15,24	87	25
Deferred tax liabilities	11	23	25
Provisions		1	0
<b>Total non-current liabilities</b>		<b>111</b>	<b>50</b>
<b>Current liabilities</b>			
Liabilities to credit institutions	22,24,25	0	—
Leasing liabilities	15,24,25	30	27
Trade payables	24,25	145	111
Current tax liabilities		2	3
Other current liabilities	24,25	62	72
Contractual liabilities	3	22	22
Provisions	3,24,25	11	12
Accrued expenses and prepaid income	23,24,25	81	139
<b>Total current liabilities</b>		<b>352</b>	<b>386</b>
<b>Total equity and liabilities</b>		<b>1,126</b>	<b>1,103</b>

## Consolidated statement of changes in equity

SEKm	Note	Share capital	Other capital contributions	Translation reserve	Retained earnings including profit/loss for the year	Total equity attributable to shareholders of the Parent Company
<b>Opening balance 2024-01-01</b>		<b>2</b>	<b>814</b>	<b>10</b>	<b>-198</b>	<b>627</b>
Profit/loss for the year		—	—	—	36	36
Share-based compensation		—	1	—	—	1
Other comprehensive income for the year		—	—	3	—	3
<b>Total comprehensive income for the year</b>		<b>—</b>	<b>1</b>	<b>3</b>	<b>36</b>	<b>39</b>
<b>Transactions with shareholders</b>						
New share issue including issue costs		—	0	—	—	0
<b>Total</b>		<b>—</b>	<b>0</b>	<b>—</b>	<b>—</b>	<b>0</b>
<b>Closing balance 2024-12-31</b>		<b>2</b>	<b>814</b>	<b>12</b>	<b>-162</b>	<b>666</b>
<b>Opening balance 2025-01-01</b>		<b>2</b>	<b>814</b>	<b>12</b>	<b>-162</b>	<b>666</b>
Profit/loss for the year		—	—	—	0	0
Share-based compensation		—	3	—	—	3
Other comprehensive income for the year		—	—	-5	—	-5
<b>Total comprehensive income for the year</b>		<b>—</b>	<b>3</b>	<b>-5</b>	<b>0</b>	<b>-3</b>
<b>Transactions with shareholders</b>						
New share issue including issue costs		—	0	—	—	0
<b>Total</b>		<b>—</b>	<b>0</b>	<b>—</b>	<b>—</b>	<b>0</b>
<b>Closing balance 2025-12-31</b>	20	<b>2</b>	<b>817</b>	<b>7</b>	<b>-162</b>	<b>663</b>

## Consolidated statement of cash flows

SEKm	Note	2025-01-01 2025-12-31	2024-01-01 2024-12-31
<b>Operating activities</b>			
Operating profit/loss		28	18
Adjustments for non-cash items <sup>1</sup>	26	54	69
Paid interest	15,26	-7	-4
Received interest		2	8
Realised currency derivatives		-6	4
Paid/received tax		-4	-4
<b>Cash flow from operating activities before changes in working capital</b>		<b>68</b>	<b>92</b>
<b>Cash flow from changes in working capital</b>			
Increase (-) / decrease (+) in inventory		-56	-63
Increase (-) / decrease (+) in operating receivables		4	-12
Increase (+) / decrease (-) in operating liabilities		-18	87
<b>Cash flow from operating activities</b>		<b>-3</b>	<b>105</b>
<b>Investing activities</b>			
Acquisition of intangible assets	13	-4	-1
Acquisition of property, plant and equipment	14	-3	-5
Acquisition of financial assets		0	0
Paid/received blocked funds		-14	-2
<b>Cash flow from investing activities</b>		<b>-21</b>	<b>-8</b>
<b>Financing activities</b>			
Repayment of leasing liabilities	26	-27	-29
New share issue including issue costs	15	0	0
Issue of warrants including issue costs	20	1	—
<b>Cash flow from financing activities</b>		<b>-26</b>	<b>-29</b>
<b>Cash flow for the year</b>			
Cash and cash equivalents at beginning of the year		297	222
Exchange rate difference in cash and cash equivalents		-12	7
<b>Cash and cash equivalents at year end</b>	18	<b>235</b>	<b>297</b>

<sup>1</sup> Adjustments for non-cash items refer in all significance to amortisation and depreciation, including amortisation of discontinued brands, and to changes in current short-term provisions.

## Notes for the Group

### Note 1 – Material accounting policy information

#### Corporate information

This Annual Report and its Consolidated Financial Statements include the Swedish Parent Company Pierce Group AB (publ), Corporate Identity Number 556967-4392, and its subsidiaries.

The Parent Company is a limited liability company with its head offices in Stockholm, Sweden. The registered address of the Company's is Fleminggatan 20, 112 26 Stockholm, Sweden. Pierce Group AB (publ) has been listed on Nasdaq Stockholm since 26 March 2021. See Directors' report, above, for further information on the Company's owners.

This Annual Report and Consolidated Financial Statements were approved by the Board of Directors for publication on 20 March 2026. The statement of profit/loss and balance sheets for the Parent Company and for the Group will be presented at the Annual General Meeting on 12 May 2026 for adoption.

#### Basis of the Consolidated Financial Statements

The Consolidated Financial Statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) and interpretations from the IFRS Interpretations Committee (IFRS IC), as adopted by the European Union (EU). The Group also applies the Swedish Annual Accounts Act (1995:1554) and Recommendation RFR 1 'Supplementary Accounting Rules for Corporate Groups' of the Swedish Financial Reporting Board.

The Consolidated Financial Statements have been prepared on the basis of the going concern assumption. Assets and liabilities have been valued at historical cost, apart from the currency derivatives, which are valued at fair value. The Consolidated Financial Statements have been prepared in accordance with the acquisition method and all subsidiaries in which a controlling interest is held are consolidated as of the date on which the interest is acquired.

All reports prepared in compliance with IFRS require management to undertake several accounting estimates. Those areas involving a high degree of judgement or complexity, or areas where assumptions and estimates are significant for the Consolidated Financial Statements, are described in Note 2 - Significant estimates and assessments. These assessments and assumptions are based on historical experience and other factors considered reasonable under the prevailing conditions. The actual outcome may differ from the assessments made if those assessments change or other circumstances prevail.

The Parent Company applies the same accounting policies as the Group, except in those cases indicated in Note 1 for the Parent Company. These state that the Parent Company applies the Swedish Annual Accounts Act and RFR 2 Accounting for Legal Entities. The differences arising are the result of limitations to the ability to apply IFRS in the Parent Company due to the Swedish Annual Accounts Act and prevailing tax regulations. The accounting policies stated below have been applied consistently for all periods presented in the Consolidated Financial Statements, unless otherwise specified. The accounting policies of the Group have been applied consistently by the Group companies. See below for the new standards and interpretations deemed to affect the Group in the future.

#### New accounting standards and policies from 1 January 2025 and later

None of the IFRS or IFRIC interpretations taking effect from 1 January 2025, have had any significant impact on the Group.

In 2024, the International Accounting Standards Board (IASB) issued a new accounting standard, IFRS 18 "*Presentation and Disclosure in Financial Statements*", that will be effective from 1 January 2027 and replace the existing IAS 1 "*Presentation of Financial Statements*". IFRS 18 will require companies to revise the structure of the financial statements presented in the external reports, as well as revision of the applied principles for classification of income and expenses including those arising from derivatives and insurance contracts. Pierce Group will carefully evaluate and analyse the impact of the new standard on its' accounting policies, systems and processes. The Company will implement the necessary changes to ensure compliance with the new standard well in advance of the effective date of 1 January 2027.

#### Consolidation

##### Subsidiaries

There are no subsidiaries in Pierce Group that are not consolidated.

Transaction costs related to business acquisitions, with the exception of transaction costs attributable to the issue of equity instruments or debt instruments, are recognised directly in profit and loss for the year.

#### Currency

##### Functional currency and presentation currency

The functional currency is the currency in the primary economic environments in which the companies operate. The functional currency for the Parent Company is Swedish kronor (SEK), which is also the presentation currency of the Parent Company and the Group. All amounts are rounded to the nearest million (SEK million), unless stated otherwise. Rounding differences may occur.

##### Transactions in foreign currencies

Foreign exchange rate gains and losses on operating receivables and operating liabilities are included in gross profit, as well as in operating profit for such items as employee-related liabilities. Foreign exchange rate gains and losses on financial receivables and liabilities are reported, net, under financial expenses and financial income.

##### Translation of operations with a functional currency other than the Group's presentation currency

The assets and liabilities of operations with a functional currency other than the Group's presentation currency, including consolidated surpluses and deficits, are translated from the functional currency of the operations to the Group's presentation currency, Swedish kronor, at the exchange rate prevailing on the balance sheet date. The income and expenses are translated to Swedish kronor using an average exchange rate that represents an approximation of the exchange rates prevailing at each transaction date. Translation differences arising on the translation of operations with a functional currency other than the Group's presentation currency are recognised in Other comprehensive income and are accumulated in a separate component of equity known as the translation reserve.

## Classification

Non-current assets and non-current liabilities essentially comprise amounts that are expected to be received or paid more than 12 months after the balance sheet date. Current assets and current liabilities essentially comprise amounts that are expected to be received or paid within 12 months of the balance sheet date.

## Reporting of segments

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision-Maker (CODM). The Chief Operating Decision-Maker is the function responsible for allocating resources and assessing the performance of operating segments. In the Group, this function has been identified as the CEO. An operating segment is a component of the Group conducting operations from which it can generate revenue and incur costs, and regarding which independent financial information is available.

Historically, the Group has presented segment information in its financial statements based on distinct operating divisions: Onroad, Offroad and Other segments. However, following organizational changes and a review of internal reporting processes, management has reassessed the Group's operating segments under the requirements of IFRS 8 Operating Segments.

The company decided to revise segment reporting and have since 1 January 2025 no longer reported three segments but instead reported the business as a single segment. This change reflected a more integrated approach to presenting and monitoring the Group's operations and aligns with the increasing unification of its digital presence, where distinctions between product offerings have become less relevant. As the business has continued to operate as one cohesive unit, segment reporting no longer provides meaningful information or reflects how operations are managed.

The Group operates as a single business segment. Management monitors the business as a whole and does not allocate resources or assess performance based on separate operating segments.

## Revenue from contracts with customers

The Group's revenues consist exclusively of the sale of goods via the Group's websites. All sales are subject to 60 days' option to return any purchases and also include terms and conditions for a guaranteed lowest price. The contract period is deemed to be the time from the order date until the Group has delivered the ordered goods, including the period for open purchase. Furthermore, the contract period may depend on whether the customer has received discounts on future purchases in connection with the order.

Generally, each separate product in the order is considered to comprise an individual performance obligation. In rare cases, customers receive discount coupons applying to the next purchase, that is, they receive a material right to receive a discount in the future. In these cases, this right is considered to comprise a separate performance obligation.

The transaction price depends on the variable aspects of the contract, which primarily consists of the option to return any purchases. The variable parts are treated as a revenue reduction at transaction date and are recognised only when the Group believes that there is no longer a high likelihood that this revenue may need to be reversed. For more information, see the "Repurchases" section.

The Group reports revenue when a performance obligation is fulfilled, i.e., when control of a performance obligation is transferred to the customer. Control can be transferred over time or at one point in time. Pierce deems that the control of goods is transferred at one point in time. This is usually at the time the delivery is completed in accordance with current delivery terms and is considered to coincide with the point in time at which the risks and benefits are transferred to the customer.

## Repurchases (right of withdrawal and option to return purchases)

As the Group offers its customers the option to return purchases during 60 days, Pierce offers a right of return that goes beyond the minimum requirements set out in applicable EU Consumer legislation (such as the Swedish Distance Purchase Act and Consumer Protection Act and corresponding legislation in other jurisdictions). The Group reports a provision for that portion of revenues which, at the time of sale, is considered uncertain due to a possible future customer return. To assess this uncertainty, the Group uses statistical models based on historical customer data. The Group reports a provision and a revenue reduction for estimated future repurchases.

To calculate the revenue reduction, the Group uses actual sales in the period, the historical return rates (value of returns relative to sales), and the average number of days from sale to return from customers.

An asset corresponding to the cost of the portion considered to be uncertain in relation to the right to return is recorded in inventory at the same time. This cost refers to that portion of the cost of goods sold that is associated with the right of return.

## Leases

The Group's lease contracts are comprised primarily of distribution centre premises in Poland, office premises, IT equipment and trucks for the distribution warehouse.

### Valuation of lease liabilities

Lease liabilities are initially calculated at the present value of the contract's lease payments which are not paid at the commencement date, discounted by the Group's incremental borrowing rate provided the contract's implicit interest rate cannot be determined.

The Group has chosen to apply the exemption for lease contracts of a low value, defined by the Group as less than SEK 100 thousand, and for contracts with a lease term shorter than 12 months.

Lease payments are specified between amortised amounts and the interest on the lease liability. Certain of the Group's lease contracts are in a currency other than the subsidiary's functional currency. This implies that the associated lease liability is translated to the functional currency at the exchange rate applying as at balance sheet date. These exchange rate differences are reported net as financial items.

## Financial income and costs

Financial net is comprised of exchange rate differences related to the revaluation of financial balance sheet items, the valuation of currency derivatives, interest income, interest expenses on external financing and periodic expenses of prepaid loan fees.

The Group holds currency derivatives which are reported at fair value via profit/loss, initially on the date on which the derivative contract is established and then, on each subsequent balance sheet date. Realised,

respective non-realised, value changes are reported separately on a net basis as a part of financial items.

Exchange rate gains and losses on financial receivables and liabilities are reported net. Exchanged rate gains and losses regarding the revaluation of lease liabilities, in the case the lease contract is in a currency other than the functional currency, are reported net.

## Employee remuneration

### Share-based payments

The Group has three long-term incentive programs for certain senior members of management and key personnel, which are accounted for in accordance with IFRS 2.

See Note 8 - Employees and personnel costs, for further information regarding the Group's incentive programmes.

### Share-based remuneration – warrants settled through equity instruments

The Group has a warrant program as a part of long-term incentive program for the CEO. As the premium paid for the warrants was equivalent to the market value at point of offering, there is no impact on personnel costs or social security contributions during the term of the warrant, nor in conjunction with exercise of the warrants. The option premiums received are reported in Other contributed capital.

See Note 8 - Employees and personnel costs, for further information regarding the Group's incentive programme.

### Pensions

Pierce's pension obligations comprise only defined contribution plans. A defined contribution plan is a pension plan according to which the Group pays fixed fees to a separate legal entity. The Group has no legal or informal obligations to pay additional fees if this legal entity does not have sufficient assets to pay all employee benefits related to employee service during current or previous periods. The Group, therefore, has no further risk.

The Group's obligations in relation to contributions to defined contribution plans are reported as an expense in profit/ loss for the year in pace with such contributions being earned by employees providing services to the Group during a given period of time.

Upon termination of employment with Pierce, pension obligations for employees continue in accordance with the defined contribution plan. This means that no additional expenses will arise for Pierce.

## Intangible assets

Intangible assets with an indefinite useful life are tested for impairment annually and in cases where there are indications that impairment may be required. For intangible assets with an indefinite useful life, testing of the useful life and if there is an indication of impairment is performed at each balance sheet date.

In the impairment test, the value of goodwill and trademarks are allocated to the smallest identified cash-generating unit expected to benefit from the synergy effects of the acquisitions. As the Group operates as a single operating segment, the entire business constitutes one cash-generating unit.

## Goodwill

Goodwill represents the difference arising when the cost incurred to acquire a subsidiary's identifiable assets, assumed liabilities and contingent liabilities exceeds, as at acquisition date, the fair value of that acquisition. The factors constituting recognised goodwill are primarily different forms of synergies, personnel, know-how, customer contacts of strategic importance and market-leading positions on selected markets.

Goodwill has an indefinite useful life and is tested at least annually to identify any need for impairment and is valued at cost less any accumulated impairment losses. Impairment of goodwill is not reversed.

## Trademarks

The majority of trademarks have an indefinite useful life. These are tested at least annually to identify any possible impairment requirements.

Trademarks are reported at acquisition value less any accumulated impairment losses and accumulated amortisations, in the case they have a definite useful life. Trademarks comprise of market position, customer brand awareness and customer loyalty, which usually has an indefinite useful life.

## Capitalised expenses for software

Intangible assets from capitalised expenses for software are recognised if it is probable that future economic benefits associated with the asset will flow to the Company and the cost can be estimated reliably. Those assets with a limited useful life are recognised at cost less amortisation and any impairment. The useful life is reassessed at each balance sheet date and adjusted as necessary.

The Group's product development is divided into two phases: the research phase and the development phase. Costs arising during the research phase are expensed on an ongoing basis as they arise and are not capitalised. Costs arising during the development phase are capitalised as intangible assets when, according to management's assessment, it is probable that they will result in future economic benefits for the Group, the criteria for capitalisation are met and when the costs can be measured reliably.

Internally developed assets are recognised during the development phase at cost less any accumulated impairment losses and amortisations. The expenses that are capitalised include expenses for materials, direct salaries, and other expenses directly attributable to the project, such as consultancy services in conjunction with the introduction of new systems. All other costs failing to meet the criteria for capitalisation are charged to profit and loss as they arise.

## Other intangible assets

Other intangible assets mainly consist of customer contracts, purchased software and licences. These assets are recognised at cost less accumulated amortisation and any accumulated impairment.

## Amortisation policy

Amortisation is recognised in net income on a linear basis over the intangible assets estimated useful lives unless such are indefinite. Intangible assets with definite useful lives are amortised from the point in time they are available for use.

The estimated useful lives are:

Capitalised expenses for software	1–5 years
Other intangible assets	1–5 years

The useful lives are reassessed at least annually.

## Property, plant and equipment

### Depreciation policy

Depreciation is linear over the asset's estimated useful life. The estimated useful lives are:

Machinery	5–10 years
Equipment	2–5 years

The depreciation methods applied, the residual values and useful lives are reviewed at the end of each year.

### Impairment of non-financial assets

The Group undertakes impairment testing when there are indications of a decline in value of tangible or intangible fixed assets, including right-of-use assets; in other words, when events or changes in circumstances indicate that the reported value is not recoverable. Furthermore, assets with an indefinite useful life (for example, goodwill and trademarks), as well as the Group's ongoing development projects, are subjected annually to impairment testing by calculating their recoverable values regardless of whether there is an indication of a value reduction.

Impairment is reported in the amount whereby the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of the asset's fair value less sales costs and its value in use. In assessing the need of impairment, the assets are grouped at the lowest levels at which there are separate, identifiable cash flows (cash-generating units). As impairment requirements are identified for a cash-generating unit (group of units), the impairment amount is allocated on the first hand to goodwill. Proportional impairment is subsequently reported for the other assets included in the unit (group of units). In calculating their value in use, future cash flows are discounted applying a discount rate considering the risk-free interest and the risk associated with the assets in question. Impairment is recognised in the income statement.

Previously reported impairment is reversed if the recoverable value is deemed to exceed the carrying amount. Impairment of goodwill is never reversed.

## Financial assets and liabilities

### Financial instruments

In their initial reporting, financial instruments are classified based on, amongst other things, the purpose of the acquired and managed instrument. The Group classifies financial instruments according to the following categories:

- amortised cost,
- fair value via Other comprehensive income and,
- fair value via profit/loss.

### Classification and measurement of financial assets

The classification of financial assets comprised of debt instruments is based on the Group's business model for the management of the asset and on the nature of the asset's contractual cash flows.

The Group's financial assets are classified at amortised cost, except for currency derivatives. Derivatives are reported at fair value via

profit/loss, initially on the date on which the derivative contract has been entered into and, subsequently, at each balance sheet date. No hedge accounting is applied. Realised and non-realised value changes are reported in financial net.

Financial assets are classified at amortised cost and are valued, initially, at fair value with the addition of transaction costs. After their initial reporting, the assets are valued at amortised cost. According to the business model, assets classified at amortised cost are held to secure only those contractual cash flows comprising payments of capital and interest on the outstanding capital amounts. Receivables with payment suppliers are initially reported at order value.

### Classification and measurement of financial liabilities

Financial liabilities are classified as amortised costs except for contingent liabilities and currency derivatives which are reported at fair value via profit/loss. Contingent liabilities are classified and reported as a financial liability valued at fair value via profit/loss, in the item Other operating income/expenses.

Financial liabilities reported at amortised cost are initially valued at fair value including transaction costs. After initial recognition, they are valued according to the effective interest rate method.

### Impairment of financial assets

Financial assets, except for those reported by the Group at fair value via profit/loss, are included in the impairment of expected credit losses. The Group's impairment model takes into consideration future-oriented information. A loss allowance is reported when there is an exposure to credit risk, usually at the initial reporting date of an asset or receivable. The Group has very limited exposure to credit risk on end customers, which is why the simplified method has no effect on the Group's financial statements.

For the other items that are covered by expected credit losses, a three-stage impairment model is applied. Initially, and at each subsequent balance sheet date, a loss allowance is reported for the next 12 months, or for a shorter period of time depending on the remaining maturity (stage 1). If there has been a significant increase in the credit risk since initial recognition, resulting in a rating below the investment grade, a loss allowance is reported for the asset's remaining maturity (stage 2). For assets that are deemed to be credit impaired, provisions continue to be reported for expected credit losses during their remaining maturity (stage 3). For impaired assets and receivables, the calculation of interest income in stage 3 is based on the asset's carrying amount, net of loss allowances, as opposed to the gross amounts applied in stages 1 and 2.

The financial assets are reported in the Statement of financial position at amortised cost, i.e., net of their gross value and the loss allowance. Changes in loss allowances are reported in profit/loss.

## Inventory

Inventory consists of inventory, goods in transit and that portion of the cost of goods sold that is associated with the right of return. Acquisition value is calculated according to the so-called first-in-first-out principle and includes expenses incurred during the acquisition of the goods and their transport to their current location in their current condition. The net realisable value is defined as the selling price less sales costs. The obsolescence reserve is reported in costs of goods sold.

## Cash and cash equivalents

Cash and cash equivalents comprise cash and immediately available balances at banks and similar financial institutions. Cash and cash equivalents are covered by the requirements applying to loss allowances on expected credit losses.

## Provisions

A provision differs from other liabilities as there exists uncertainty as to the date of payment or as to the amount to settle the provision. A provision is reported in the Statement of financial position when there is an existing legal or informal obligation as a result of an event, and when it is probable that an outflow of economic resources will be required to settle the obligation, and when a reliable estimation of the amount can be made. Provisions are reported in the amount comprising the best estimate of the sum required to settle the existing obligation as at balance sheet date. Where the effect of the point of time of the payment is significant, provisions are calculated by discounting the expected future cash flow.

## Cash flow reporting

The Statement of cash flows was prepared using the indirect method. Foreign exchange differences on cash and cash equivalents are reported separately from those amounts.

## Note 2 – Significant estimates and assessments

Preparation of the financial statements in compliance with IFRS requires that the Company's management undertakes estimates and assumptions affecting the application of the accounting policies and the carrying amounts of the assets, liabilities, income, and costs. The actual outcome may differ from these estimates.

The assessments and estimates are based on historical experience and several other factors which, based on the circumstances at hand, are considered to be reasonable. Estimates and assumptions are evaluated on an ongoing basis and it is deemed that they do not entail any major risk of significant adjustments in the carrying amounts of assets and liabilities during the forthcoming financial year. Changes in estimates are reported in the period in which the change takes place provided such change affects only that reporting period or are reported in the period in which the change takes place and in subsequent periods provided the change in question impacts both the current and future reporting periods. Further information regarding the estimates and assessments are found in Note 13 – Intangible assets and Note 1 – Material accounting policy information.

## Important sources of uncertainty in the estimates

Sources of uncertainty in the estimates, implying a risk that the value of the assets and liabilities may need to be significantly adjusted during the next financial year, are reported upon below.

### Impairment testing of goodwill and trademarks

The Group tests, at least annually, to determine if there is an impairment necessity as regards goodwill and trademarks. This is undertaken in accordance with the accounting principles described in "Intangible assets" in Note 1, above.

In applying this method, the Group bases its assessment on several factors, such as the discount rate, the forecast period, and cash flow forecasts. Changes in the prerequisites for these assumptions and estimates could have a significant effect on the value of goodwill and the trademarks.

Goodwill impairment testing is performed at the lowest level at which goodwill is monitored for internal management purposes. As the Group operates as a single operating segment, the entire business constitutes one cash-generating unit.

Further information regarding impairment testing is found in Note 13 – Intangible assets.

### Revenue and cost of goods sold

Pierce offers a right of return that goes beyond the minimum requirements set out in applicable EU Consumer legislation (such as the Swedish Distance Purchase Act and Consumer Protection Act and corresponding legislation in other jurisdictions), as Pierce offers its customers a 60 days option to return any purchases. Furthermore, the customers have the right to return imperfect goods. In order to assess the amount of this provision, multiple parameters are applied, such as the return rate (the value of returns in relation to sales) and the average number of days from the sale to the customer to receiving the returned goods.

The Group reports a provision, as well as an equivalent revenue reduction, for assessed future repurchases. There is an equivalent adjustment of the costs of goods in the reported amount of the inventory. This cost refers to that portion of goods sold incurring the right to return, which is based on the average gross margin on the goods.

In conjunction with sales to customers, an estimate is made of when the control over a product is transferred to the customer. This assessment is based on the amount of time it takes for a product to reach the customer, based on normal delivery terms. The sale of goods which have been sent out on delivery but have not reached the customer, is reported as a contract liability. The associated cost of goods and shipping costs for delivery are reported in inventory.

### Inventory

Obsolescence assessments are made monthly and are based on knowledge of the products' life cycles, divided into the categories: gear, parts and accessories. The amount of the provision is based on:

- an estimate of the point in time at which each category will be sold based on historical sales data,
- the category, and
- the assessed inherent risk of the respective categories.

### Deferred tax assets

The Group's deferred tax assets are, partially, attributable to previous years' non-deductible net interest expenses which can be utilised as tax deductible in the subsequent 6 years' income tax returns, if such tax deduction is possible. Deferred tax assets are reported to the degree it is deemed probable that they will be able to be deducted in the future, that is, where previous years' non-deductible net interest can be utilised.

The Group recognises deferred tax assets that are expected to be utilised in the following years' tax returns. The remaining amounts, if applicable, are not recognised in the Statement of financial position as it is not probable that the Group will utilise them against future taxable profits in the foreseeable future.

See Note 11 – Tax for more information.

## Note 3 – Revenue

The Group's revenue consists exclusively of the sale of goods via the Group's websites. In addition to the categories, geographical area is an important attribute when specifying revenue, and this is presented in the table below.

### Disaggregation of revenue

2025	Offroad	Onroad	Other	Intra-group	Group
Sweden	110	109	38	—	257
Other Nordics	105	179	32	—	315
Outside Nordics	915	330	—	—	1,244
<b>Total</b>	<b>1,129</b>	<b>617</b>	<b>69</b>	<b>—</b>	<b>1,816</b>

2024	Offroad	Onroad	Other	Intra-group	Group
Sweden	94	91	41	—	227
Other Nordics	98	153	40	—	290
Outside Nordics	825	286	—	—	1,111
<b>Total</b>	<b>1,017</b>	<b>530</b>	<b>81</b>	<b>—</b>	<b>1,628</b>

	Dec 31 2025	Dec 31 2024
Sweden	257	227
Other Nordics	315	290
Germany	248	225
France	188	191
Poland	112	87
Italy	104	95
Other	592	513
<b>Total</b>	<b>1,816</b>	<b>1,628</b>

The Group has separate websites for each country. The breakdown of revenue in the above table is based on the website on which the sale was made. No single customer accounts for more than 10 percent of turnover. All revenues from contracts with customers relate to external customers.

### Contract balances

	2025	2024
Receivables from payment providers	10	11
Contract liabilities	22	22

All contract liabilities recognised at the beginning of each financial year have been recognised as revenue in the respective financial year.

Contract liabilities comprise of the value of goods delivered, but where the Group is not yet to fulfil its obligations for the goods to be considered as transferred to the customer, and for which the Group has received or expects to receive payment, as well as prepayments received where the Company has an obligation to transfer goods to the customer.

The Group offers its customers right to returns and repurchases. The Group's obligation to reimburse for the goods expected to be returned is recognised as a current provision, and the corresponding right to receive goods in return as inventories.

	Dec 31 2025	Dec 31 2024
Return rights asset	6	7
Return provision	11	12

In addition to the right to returns, the Group's customers are offered a lowest price guarantee. The sale of gift cards was discontinued. The obligation to settle these commitments is presented as a current provision in the table below.

	Gift cards	Returns	Total
<b>2024-01-01</b>	<b>0</b>	<b>8</b>	<b>8</b>
Additional provisions	—	13	13
Utilised during the year	—	-9	-9
<b>2024-12-31</b>	<b>0</b>	<b>12</b>	<b>12</b>
Additional provisions	—	27	27
Utilised during the year	—	-28	-28
<b>2025-12-31</b>	<b>0</b>	<b>11</b>	<b>11</b>

There were no indications to create provisions for guarantees in the current and previous year.

### Performance obligation

Pierce considers that each product constitutes a separate performance obligation, rather than each individual order. The vast majority of products are standardised, but even as regards customised products, the same assessment of that what comprises a performance obligation is applied. On the rare occasion that the customer receives a discount right, which can only be used for a future purchase, this constitutes a separate performance obligation.

As there are no obligations with an expected maturity of more than one year, no information is provided on the transaction price allocated to the remaining performance obligations.

## Note 4 – Operating segments

In the previous years, the Group has presented segment information in its financial statements based on distinct operating divisions: Onroad, Offroad and Other segments. However, following organizational changes and a review of internal reporting processes, management has reassessed the Group's operating segments under the requirements of IFRS 8 Operating Segments.

The company decided to revise segment reporting and have since 1 January 2025 no longer reported three segments but instead reported the business as a single segment. The decision is part of a more integrated strategy for managing and monitoring the Group's operations. This development also aligns with the increasing unification of the Group's digital presence, where the distinction between segments and their respective product offerings is becoming less defined. As the business has evolved towards a more cohesive structure, segment reporting has lost its relevance and no longer reflects how operations are managed.

## Note 5 – Operating expenses

	2025	2024
<b>Cost of goods sold</b>		
Cost of goods	-1,045	-902
Exchange rate effects	2	-2
<b>Total</b>	<b>-1,043</b>	<b>-903</b>
<b>Sales and distribution costs</b>		
Employee costs	-85	-82
Depreciation and amortisation	-31	-44
Other sales and distribution costs	-422	-388
<b>Total</b>	<b>-538</b>	<b>-515</b>
<b>Administration costs</b>		
Employee costs	-95	-90
Depreciation and amortisation <sup>1</sup>	-20	-21
Other administration	-93	-85
<b>Total</b>	<b>-208</b>	<b>-196</b>

<sup>1</sup> Includes accelerated amortisation of discontinued brands of SEK 6 (7) million.

## Note 6 – Depreciation and amortisation

	2025	2024
<b>Intangible assets</b>		
Sales and distribution costs	-7	-19
Administration costs	-9	-12
<b>Total</b>	<b>-16</b>	<b>-31</b>
<b>Property, plant and equipment</b>		
Sales and distribution costs	-3	-3
Administration costs	-3	-2
<b>Total</b>	<b>-6</b>	<b>-6</b>
<b>Right-of-use assets</b>		
Sales and distribution costs	-22	-22
Administration costs	-8	-7
<b>Total</b>	<b>-30</b>	<b>-29</b>

Further information regarding events affecting amortisation in 2025 is found in Note 13 – Intangible assets.

No impairment of intangible assets, property, plant and equipment or rights of use assets was recorded in the current or previous financial year.

## Note 7 – Remuneration to auditors

The audit assignment refers to the auditor's work for the statutory audit, and audit work beyond the audit assignment refers to various types of quality assurance services. Other services are services which are not part of the audit assignments or tax advisory services, and which historically have primarily referred to services connected to the listing.

	2025	2024
Audit assignment	-2	-2
Audit work beyond audit assignment	—	—
Other services	0	0
<b>Total<sup>1</sup></b>	<b>-2</b>	<b>-2</b>

<sup>1</sup> Remuneration to auditors for 2025 consists of -2.0 MSEK related to audit services provided by Grant Thornton Sweden AB. Remuneration to auditors for 2024 consisted of -2.0 MSEK related to audit services provided by Grant Thornton Sweden AB and -0.3 MSEK related to audit services provided by Ernst & Young AB.

## Note 8 – Employees and personnel costs

	2025	2024
<b>Parent Company</b>		
<i>Board, CEO and other senior executives</i>		
Salaries and other benefits	-11	-9
Social security contribution	-3	-3
Pension costs	-1	-1
Other employee costs	-2	-1
<b>Total</b>	<b>-18</b>	<b>-15</b>
<b>Total Parent Company</b>	<b>-18</b>	<b>-15</b>
<b>Subsidiaries</b>		
<i>Senior executives</i>		
Salaries and other benefits	-10	-7
Social security contribution	-3	-1
Pension costs	-1	-1
<b>Total</b>	<b>-13</b>	<b>-9</b>
<i>Other employees</i>		
Salaries and other benefits	-117	-114
Social security expenses	-27	-28
Pension costs	-4	-4
Other employee costs	-2	-2
<b>Total</b>	<b>-150</b>	<b>-150</b>
<b>Total subsidiaries</b>	<b>-164</b>	<b>-159</b>
<b>Total Group</b>	<b>-182</b>	<b>-174</b>

The Chief Executive Officer (CEO) and Chief Financial Officer (CFO) are employed by Pierce Group AB, while other senior executives are employed by Pierce AB.

During the year the Company has recognised SEK -1 (-1) million in IFRS 2 costs for share-based payments and social charges of SEK 1 (0) million.

Gender distribution, Group	2025			2024		
	Average number	Of which women	Of which men	Average number	Of which women	Of which men
Subsidiary in Sweden	56	37%	63%	64	35%	65%
Subsidiary in Poland	195	52%	48%	207	54%	46%
Subsidiary in Spain	44	46%	54%	53	48%	52%
<b>Total subsidiaries</b>	<b>295</b>	<b>48%</b>	<b>52%</b>	<b>325</b>	<b>49%</b>	<b>51%</b>
Parent Company	1	-%	100%	2	-%	100%
<b>Total Group</b>	<b>295</b>	<b>48%</b>	<b>52%</b>	<b>327</b>	<b>49%</b>	<b>51%</b>

Gender distribution, Board and senior executives						
Board members	6	18%	82%	5	20%	80%
CEO and other senior executives	6	31%	69%	6	33%	67%
<b>Total</b>	<b>12</b>	<b>25%</b>	<b>75%</b>	<b>11</b>	<b>27%</b>	<b>73%</b>

2025	Base salary/ Board fees	Variable remuneration	Pension costs <sup>7</sup>	Other compensation and benefits <sup>8</sup>	Total
Henrik Theilbjørn <sup>1</sup>	-0.5	-0.4	—	—	-0.9
Board members					
Niklas Jarl	-0.2	—	—	—	-0.2
Thomas Schwarz	-0.2	—	—	—	-0.2
Max Carlsen <sup>2</sup>	—	—	—	—	—
Lottie Saks	-0.4	—	—	—	-0.4
Johannes Gadsbøll <sup>3</sup>	-0.1	—	—	—	-0.1
Roger Sandberg <sup>4</sup>	-0.1	—	—	—	-0.1
CEO					
Göran Dahlin <sup>5</sup>	-4.6	-2.2	-0.6	-0.1	-7.5
Other senior executives <sup>6</sup>					
	-9.4	-2.5	-1.4	-0.1	-13.5
<b>Total</b>	<b>-15.6</b>	<b>-5.1</b>	<b>-2.0</b>	<b>-0.3</b>	<b>-22.9</b>

<sup>1</sup> Variable remuneration consists of travel allowance.

<sup>2</sup> 5 months, resigned May 2025.

<sup>3</sup> 7 months, joined May 2025.

<sup>4</sup> 7 months, joined May 2025.

<sup>5</sup> Variable remuneration refers to a bonus related to financial targets or other pre-determined metrics. Other compensation and benefits refer to company car rental.

<sup>6</sup> Consisted of 7 people during 2025.

<sup>7</sup> Pension costs are excluding special payroll tax (Sw. särskild löneskatt). Pension costs for one of the senior executives who resides outside Sweden were paid directly to him as pension allowance.

<sup>8</sup> Other compensation refers to housing allowance for one of the senior executives who resides outside Sweden.

2024	Base salary/ Board fees	Variable remuneration	Pension costs <sup>7</sup>	Other compensation and benefits <sup>8</sup>	Total
Henrik Theilbjørn <sup>1</sup>	-0.5	-0.4	—	—	-0.9
Board members					
Mattias Feiff <sup>2</sup>	—	—	—	—	—
Niklas Jarl <sup>3</sup>	-0.1	—	—	—	-0.1
Kenneth Christensen <sup>4</sup>	—	—	—	—	—
Thomas Schwarz	-0.2	0.0	—	—	-0.2
Max Carlsen	—	—	—	—	—
Lottie Saks	-0.4	—	—	—	-0.4
CEO					
Göran Dahlin <sup>5</sup>	-4.0	-1.3	-0.6	-0.1	-6.0
Other senior executives <sup>6</sup>					
	-7.1	-2.9	-1.1	-0.2	-11.4
<b>Total</b>	<b>-12.3</b>	<b>-4.6</b>	<b>-1.7</b>	<b>-0.4</b>	<b>-19.0</b>

<sup>1</sup> Variable remuneration consists of travel allowance.

<sup>2</sup> 5 months, resigned May 2024.

<sup>3</sup> 7 months, joined May 2024.

<sup>4</sup> 6 months, joined May 2024 and resigned December 2024.

<sup>5</sup> Variable remuneration refers to a bonus related to financial targets or other pre-determined metrics. Other compensation and benefits refer to company car rental.

<sup>6</sup> Consisted of 5 people during 2024.

<sup>7</sup> Pension costs are excluding special payroll tax (Sw. särskild löneskatt).

<sup>8</sup> Pension costs for one of the senior executives who resides outside Sweden were paid directly to him as pension allowance.

## Guidelines for remuneration to senior executives

The 2023 Annual General Meeting resolved on the following guidelines for remuneration to senior executives to apply until further notice, however, no longer than until the Annual General Meeting 2027.

### Background

These guidelines apply to remuneration to senior executives in the Company. For the purposes of these guidelines, senior executives include the CEO, the deputy CEO (if applicable), and certain other executives who, from time to time, are members of the Pierce Executive Team.

These guidelines have been prepared by the board of directors' remuneration committee. The remuneration committee shall have a preparatory function, in relation to the board of directors, in respect of principles for remuneration and other terms of employment regarding the senior executives. With the recommendation of the remuneration committee as the basis, when the need arises for significant changes in the guidelines, but at least every fourth year, the board of directors shall prepare a proposal for guidelines for resolution by the annual general meeting. The annual general meeting shall decide on such proposals. Resolved guidelines may also be amended by way of resolution by general meetings other than annual general meetings.

Within the scope and on the basis of these guidelines, the board of directors shall, based on the remuneration committee's preparation and recommendations, annually decide on specific revised remuneration terms for each senior executive and make such other resolutions in respect of remuneration for senior executives that may be required.

The members of the remuneration committee are independent in relation to the Company and the senior executives. The CEO and the other senior executives do not participate in the board of directors' handling of and resolutions regarding remuneration-related matters if they are affected by such matters.

### Purpose and general principles for remuneration

These guidelines constitute a frame for which the Board of Directors may determine remuneration to senior executives during the period of time for which the guidelines are in force.

The Company's remuneration principles shall be designed to ensure responsible and sustainable remuneration decisions that support the Pierce's business strategy, long-term interests and sustainable business practices. Pierce strives to offer a total remuneration that is in line with market terms and thus enables the Company to attract and retain qualified leaders. Total remuneration varies in relation to the individual's responsibilities and performance.

Remuneration for senior executives may properly be adjusted where relevant to reflect mandatory rules in the relevant jurisdiction of employment and may be duly adjusted to comply with established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

### Components of remuneration

The remuneration to the senior executives covered by these guidelines may consist of a fixed salary, variable cash remuneration, pension contributions, non-financial benefits, long-term share-based incentive programs that senior executives may participate in.

### Principles for fixed salary

The fixed salary forms the basis of the total remuneration and shall be in line with market conditions, be competitive, and reflect the responsibilities associated with the position as well as the individual's competence and performance. The fixed salary is reviewed annually.

### Principles for variable cash remuneration

The variable cash remuneration is to be in line with market terms, capped, and linked to the fixed remuneration. Variable cash remuneration may amount to a maximum of 70 percent of the fixed cash salary for each senior executive (in this context, fixed salary means cash salary earned during the year, excluding pension, benefits and similar).

Variable cash remuneration shall be based on at any given time predetermined and measurable criteria, aimed at promoting the Group's long-term value creation. Such criteria could for instance be associated with sales, cash flow, EBIT, return on equity or similar key performance ratios or sustainability matters. By linking the goals in a clear and measurable way to the remuneration of the senior executives to Pierce's financial and/or operational development, the senior executives contribute to the implementation of the Company's business strategy, long-term interests and sustainable business practices.

The variable remuneration to the senior executives is subject to annual review and approval by the Board of Directors. The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one or several years. The extent to which the criteria for awarding variable cash remuneration have been satisfied shall be evaluated/determined when the measurement period has ended. The remuneration committee of the Board of Directors is responsible for the evaluation of the variable salary to the senior executives. The Board of Directors will approve any variable payouts to the senior executives.

Variable cash remuneration is not pensionable unless mandatory by law or by applicable collective bargaining agreements.

The Company has not previously been able to recover the cash variable remuneration on a contractual basis, but future programs shall give the Company the possibility, in whole or in part, to reclaim variable cash remuneration paid on incorrect grounds.

### Principles for long-term incentive programs

Long-term incentives shall be in the form of shares or equity-related instruments, promoting a balance between short-term achievements and long-term thinking. Long-term incentive programs shall ensure a long-term commitment to the development of Pierce. Any share or equity-based incentive programs shall be resolved upon by the General Meeting.

### Principles for termination and severance pay

In the event of termination of employment, the notice period should be in line with market terms and is not to exceed a 12-month period of notice and 6 month's severance pay when the termination is initiated by Pierce. When termination is initiated by the senior executive there should be no severance pay. Fixed salary during notice periods and severance payment, including payments for any restrictions

on competition, shall in aggregate never exceed an amount equivalent to the fixed salary for two years.

#### Principles for pension and non-financial benefits

Pension benefits may not amount to more than 30 percent of the fixed cash salary of each senior executive, provided that mandatory provisions of applicable collective bargaining agreements do not require a higher pension provision. Pension benefits shall, wherever possible, only include defined contribution plans, provided that mandatory provisions of applicable collective bargaining agreements do not require otherwise.

Non-financial benefits may include, inter alia, health insurance and parking space. Non-financial benefits may be provided to individuals or all senior executives and are to reflect market practice. Premiums and other costs relating to non-financial benefits may not amount to more than 15 percent of the fixed cash salary of each senior executive.

#### Extraordinary circumstances

One-off payments can be made on individual level in extraordinary circumstances when deemed necessary and approved by the Board of Directors. The purpose might be in relation to recruitments, retention of senior executives needed to secure implementation of the business strategy and extraordinary efforts in special projects, including but not limited to transformation, savings and restructuring programs and M&A projects.

One-off payments may not amount to more than 100 percent of the fixed cash salary and cannot be paid more than once per year and per individual.

#### Derogations from these guidelines

The Board of Directors has the right to temporarily resolve to derogate from these guidelines, in whole or in part, if there is an individual case with special grounds for such derogation and a derogation is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. The guidelines are subject to compulsory conditions in accordance with mandatory legislation or applicable collective agreements.

#### Remuneration to the Board of Directors

Fees are paid to the Chair of the Board and Board Members as per resolutions adopted by the AGM. According to the 2025 AGM, the annual Board fees and fees for board committee work was set at SEK 1.90 (1.58) million. For more information see the Corporate Governance Report, pages 12-17.

Of the total fees 100 (100) percent was paid during 2025. Expensed compensation to Board Members is shown in the table above.

#### Remuneration and terms for the CEO and other senior executives

Remuneration and terms for the CEO are decided by the Board of Directors. Remuneration to other senior executives is determined by the CEO, in some cases after consultation with the Chair of the Board. Remuneration of the CEO is comprised of base salary, variable remuneration and pension costs. Other senior executives in the Group are those persons who, together with the CEO, form the management team.

The CEO has a notice period of 12 months if notice is given by the Group and 6 months if the CEO chooses to resign. During the first 12 months of employment the CEO has a notice period of 6 months if notice is given by the Group.

Variable remuneration refers to bonuses related to financial targets or other pre-determined metrics. It is to be in line with market terms, capped, and linked to the fixed remuneration. Variable cash remuneration may amount to a maximum of 70 percent of the fixed cash salary for each senior executive (in this context, fixed salary means cash salary earned during the year, excluding pension, benefits and similar). The bonus is expensed in the period to which it relates and paid during the following financial year.

#### Long-term incentive programs

At year end, the Group had four active long-term incentive programs for CEO, certain senior executives and key employees of the Group.

##### LTIP 2023/2026

LTIP 2023/2026 was approved by the Annual General Shareholders' Meeting on 16 May 2023, as part of an incentive program in the form of a performance-based share program for the CEO, Group Management and key employees. The program is accounted for in accordance with IFRS 2 which stipulates that the right to receive performance shares shall be expensed as a personnel cost over the vesting period. Provided that specific targets are met, a maximum of 950,000 ordinary shares can be issued to the participants for a subscription price of SEK 0.00. The vesting period ends on 16 May 2026 and participants will be awarded ordinary shares in accordance with the Terms and Conditions of the LTIP 2023/2026.

##### LTIP 2024/2027

LTIP 2024/2027 was approved by the Annual General Shareholders' Meeting on 17 May 2024, as part of an incentive program in the form of a performance-based share program for the CEO, Group Management and key employees. The program is accounted for in accordance with IFRS 2 which stipulates that the right to receive performance shares shall be expensed as a personnel cost over the vesting period. Provided that specific targets are met, a maximum of 1,025,000 ordinary shares can be issued to the participants for a subscription price of SEK 0.00. The vesting period ends on 17 May 2027 and participants will be awarded ordinary shares in accordance with the Terms and Conditions of the LTIP 2024/2027.

##### LTIP 2025/2028

LTIP 2025/2028 was approved by the Annual General Shareholders' Meeting on 20 May 2025, as part of an incentive program in the form of a performance-based share program for Group Management and key employees. The program is accounted for in accordance with IFRS 2 which stipulates that the right to receive performance shares shall be expensed as a personnel cost over the vesting period. Provided that specific targets are met, a maximum of 850,000 ordinary shares can be issued to the participants for a subscription price of SEK 0.00. The vesting period ends on 20 May 2028 and participants will be awarded ordinary shares in accordance with the Terms and Conditions of the LTIP 2025/2028.

##### Warrant program 2025/2029

Warrant program 2025/2029 was approved by the Annual General Shareholders' Meeting on 20 May 2025, as part of an incentive program in the form of a warrant program for the CEO. The program

comprises 800,000 warrants, all of which were subscribed. Each warrant grants the right to subscribe to one (1) ordinary share in the Company. The warrants were subscribed at market value, calculated applying the Black & Scholes model, equivalent to SEK 1 million.

The warrants can be exercised from 1 January 2029 – 30 June 2029, at a predetermined share price of SEK 13.5. With full subscription of the warrants, the Company's share capital can increase with a maximum of SEK 16,000, based on the current quota value.

The Company has reserved the right to repurchase warrants if, amongst other circumstances, the Participant's employment with the Company is terminated.

## Note 11 – Tax

	2025	2024
<b>Current tax</b>		
<b>Amount recognised in the income statement</b>		
Current tax	-2	-2
Foreign tax	—	—
Adjustment of previous years	—	0
<b>Total</b>	<b>-2</b>	<b>-2</b>
<b>Deferred tax</b>		
Temporary differences	1	-1
Untaxed reserves	—	—
Tax asset for losses carried forward	—	-4
<b>Total</b>	<b>1</b>	<b>-4</b>
<b>Reported tax in the income statement</b>	<b>-1</b>	<b>-6</b>
<b>Amount recognised in total equity</b>		
Current tax	—	—
<b>Total</b>	<b>—</b>	<b>—</b>

## Note 9 – Financial income

	2025	2024
Interest income <sup>1 2</sup>	4	10
Net profit from currency derivatives	—	7
Exchange rate differences	—	12
<b>Total</b>	<b>4</b>	<b>28</b>

<sup>1</sup> Refers to interest income from deposits and receivables from payment providers in accordance with IFRS 9.

<sup>2</sup> Refers to interest income calculated according to the effective rate method.

## Note 10 – Financial costs

	2025	2024
Interest expenses <sup>1</sup>	-2	-2
Interest expenses leasing liabilities	-6	-2
Net loss from currency derivatives	-8	—
Exchange rate differences	-16	—
Other financial expenses	0	0
<b>Total</b>	<b>-33</b>	<b>-5</b>

<sup>1</sup> Refers to interest expenses calculated according to the effective rate method.

	2025	2024
<b>Reconciliation of effective tax rate</b>		
<b>Profit/loss before tax</b>	<b>0</b>	<b>42</b>
Tax according to the applicable tax rate for the Parent Company 20,6%	0	-9
<b>Tax effects of:</b>		
Non-taxable income	3	1
Non-deductible expenses	-4	-1
Taxable revenue on untaxed reserves	—	—
Adjustments related to previous years	1	1
Deferred tax attributable to previous years	—	—
Reversal of deferred tax	—	-4
Capitalization / non-capitalization of tax losses carried forward	—	—
Non-capitalized tax deficit	-2	6
Effects attributable to change in functional currency	—	—
Difference in foreign tax rates	—	0
<b>Reported tax</b>	<b>-1</b>	<b>-6</b>
Effective tax rate	-%	-14%

	Change in tax				Leasing liabilities	Total
	Deficit deduction	Not deductible net interest	base of consolidated surplus values			
<b>Deferred tax asset</b>						
<b>2024-01-01</b>	<b>4</b>	<b>3</b>	<b>1</b>	<b>0</b>	<b>8</b>	
Offset versus deferred tax liabilities	—	0	—	—	0	
Recognised through profit and loss	-4	0	0	0	-4	
Recognised through other comprehensive income	—	—	-2	0	-2	
<b>2024-12-31</b>	<b>0</b>	<b>2</b>	<b>0</b>	<b>0</b>	<b>2</b>	
Offset versus deferred tax liabilities	—	—	—	—	—	
Recognised through profit and loss	—	0	0	0	0	
Recognised through other comprehensive income	—	—	—	—	—	
<b>2025-12-31</b>	<b>—</b>	<b>2</b>	<b>-1</b>	<b>0</b>	<b>2</b>	

	Untaxed reserves	Intangible assets	Total
<b>2024-01-01</b>	<b>1</b>	<b>26</b>	<b>26</b>
Offset versus deferred tax liabilities	0	—	0
Recognised through profit and loss	—	-1	-1
<b>2024-12-31</b>	<b>0</b>	<b>25</b>	<b>25</b>
Offset versus deferred tax liabilities	—	—	—
Recognised through profit and loss	0	-1	-1
<b>2025-12-31</b>	<b>0</b>	<b>23</b>	<b>23</b>

There are tax loss carry-forwards amounting to SEK 200 (187) million, equivalent to a tax effect of SEK 41 (39) million. Out of these, an amount of SEK 70 (70) million, equivalent to a tax effect of SEK 14 (14) million, concerns previous years' non-deductible net interest, which can be used in future years' declarations, if there is room for deduction. The company takes a prudent approach to reporting deferred tax on carried-forward losses and has therefore chosen not to recognize any deferred tax asset on the balance sheet. Tax loss carry-forwards' utilisation is unlimited in time. Previous years' non-deductible net interest can be used as deductible within six years' declarations provided there is room for deduction.

## Note 12 – Earnings per share

Earnings per share before dilution are calculated by dividing the profit attributable to the Parent Company's shareholders with a weighted average number of outstanding ordinary shares during the financial year.

Diluted earnings per share reflects the potential dilution effect of the Group's long-term incentive programs, including warrants and other equity-based awards.

	2025	2024
<b>Earnings per share before dilution</b>		
Profit for the year (TSEK)	-479	35,886
Average number of shares outstanding (thousands)	79,374	79,374
<b>Earnings per share before dilution (SEK)</b>	<b>-0.01</b>	<b>0.45</b>
<b>Earnings per share after dilution</b>		
Profit for the year (TSEK)	-479	35,886
Average number of shares outstanding after dilution	79,374	79,429
<b>Earnings per share after dilution (SEK)</b>	<b>-0.01</b>	<b>0.45</b>

## Note 13 – Intangible assets

Acquisition cost	Goodwill	Trademarks	Capitalised expenses for software	Other intangible assets <sup>1</sup>	Total
<b>2024-01-01</b>	<b>164</b>	<b>132</b>	<b>103</b>	<b>23</b>	<b>422</b>
Internally generated	—	—	1	—	1
Reclassification	—	—	0	—	0
Translation effects	1	0	3	1	5
<b>2024-12-31</b>	<b>165</b>	<b>132</b>	<b>108</b>	<b>24</b>	<b>428</b>
Internally generated	—	—	4	—	4
Reclassification	—	—	—	—	—
Translation effects	-1	0	-6	-1	-9
<b>2025-12-31</b>	<b>164</b>	<b>132</b>	<b>106</b>	<b>23</b>	<b>423</b>
<b>Amortisation and impairment</b>					
<b>2024-01-01</b>	<b>-17</b>	<b>-4</b>	<b>-70</b>	<b>-22</b>	<b>-113</b>
Amortisation for the year	—	-7	-23	-1	-31
Impairment losses for the year	—	—	—	—	—
Translation effects	—	0	-3	-1	-3
<b>2024-12-31</b>	<b>-17</b>	<b>-10</b>	<b>-96</b>	<b>-24</b>	<b>-147</b>
Amortisation for the year	—	-6	-9	0	-16
Impairment	—	—	—	—	—
Translation effects	—	0	6	1	7
<b>2025-12-31</b>	<b>-17</b>	<b>-16</b>	<b>-100</b>	<b>-22</b>	<b>-155</b>
<b>Total carrying amount</b>					
<b>2024-12-31</b>	<b>148</b>	<b>121</b>	<b>12</b>	<b>0</b>	<b>281</b>
<b>2025-12-31</b>	<b>147</b>	<b>115</b>	<b>6</b>	<b>0</b>	<b>268</b>

<sup>1</sup> Other intangible assets refers primarily to licenses.

No impairment took place this year. Capitalised expenses for software included ongoing development work, which is not subject to amortisation as it is not yet deployed. These amounted to SEK 4 (0) million.

### Impairment testing

The Group's intangible fixed assets with an indefinite useful life are tested annually for impairment and in cases where there are indications that impairment may be needed. These assets consist of goodwill, certain trademarks and ongoing developments.

### Goodwill

The Group's reported goodwill of SEK 147 (148) million originated from the acquisition of the Pierce Group in 2014, in which Pierce AB was a subsidiary, and from the acquisition of IERP Motobuykers S.L., which took place in 2018.

### Trademarks

The Group's trademarks, totalling SEK 115 (121) million, are attributable to the Pierce Group's acquisition of Twenty Distribution AB in May 2014, a group which included Pierce AB as a subsidiary. Trademarks are grouped proportionately under 24MX, XLMOTO and Sledstore and refer to product brands, that is private brands 24MX, A9 Racing Oils, Course, Proworks, Raven, Razorback Tires, Ride & Sons, Sledstore, Snell, Twenty and XLMOTO.

During the fourth quarter of 2023 the Group decided to discontinue some of the private brands, and to merge their related products into the remaining brands. The value of those brands will be amortised until the second quarter of 2026.

### Impairment test

Each of the intangible assets' goodwill and trademarks with indefinite useful lives, as well as ongoing development work, is specified according to the following table, which is the starting point of the impairment test.

Any potential impairment requirement is assessed annually by calculating the value in use of the cash-generating unit to which goodwill and other intangible assets are allocated. Following the revision of segment reporting, the Group has determined that the lowest level at which goodwill is monitored for internal management purposes is the Group as a whole.

Accordingly, the impairment test is performed at the Group level. The value in use is based on the Group's estimated future cash flows derived from consolidated financial forecasts, discounted to their present value using a pre-tax weighted average cost of capital. The calculated value in use is compared with the carrying amount of the Group's net assets, including goodwill and other intangible assets.

The forecasted future cash flows are based on the strategic plan for the next 10 (10) years set by the Group management. Since 2022 Pierce uses a ten-year forecast period to reflect the value of the expected above market growth beyond the previously used five-year period. Instead of a higher terminal growth rate beyond the five-year period, Pierce has estimated that declining growth rate between year six and year ten is more representative and accurate. The most significant estimates and assumptions relate to forecasts for revenue growth, operating margin, capital tied up and investments. With the discounting of future cash flows, the weighted average cost of capital (WACC) before tax has been applied. The weighted average cost of

capital has been calculated using CAPM and is based on the Group's current capital structure and risk profile.

The impairment testing executed in 2024 and 2025 indicated no impairment requirement.

A sensitivity test with an increased discount factor of 1 (1) percentage point, a decreased operating margin by 3 (3) percentage points, or a decrease in revenue growth of 3 (3) percentage points implied no impairment.

### Summary of essential

parameters (%)	2025	2024
Forecast period (years)	10	10
Discount rate (%)	11.7%	12.8%
Average annual growth after the forecast period (%)	2.0%	2.0%

## Note 14 – Property, plant and equipment

Acquisition cost	Equipment, tools and installations
<b>2024-01-01</b>	<b>50</b>
Purchases during the year	5
Sales/disposals	0
Translation effects	1
<b>2024-12-31</b>	<b>56</b>
Purchases during the year	4
Sales/disposals	-3
Reclassification	-1
Translation effects	-3
<b>2025-12-31</b>	<b>54</b>
<b>Depreciation</b>	
<b>2024-01-01</b>	<b>-35</b>
Depreciation for the year	-6
Sales/disposals	—
Translation effects	-1
<b>2024-12-31</b>	<b>-41</b>
Depreciation for the year	-6
Sales/disposals	3
Reclassification	—
Translation effects	2
<b>2025-12-31</b>	<b>-42</b>
<b>Total carrying amount</b>	
<b>2024-12-31</b>	<b>15</b>
<b>2025-12-31</b>	<b>11</b>

No impairment was reported for the year, nor in the previous year.

## Geographical specification of fixed assets

2025	Sweden	Poland	Other	Total
Intangible assets	247	0	20	268
Property, plant and equipment	2	10	0	11
Right-of-use assets	16	99	3	119

2024	Sweden	Poland	Other	Total
Intangible assets	259	0	22	281
Property, plant and equipment	3	12	0	15
Right-of-use assets	22	28	5	54

## Note 15 – Right-of-use assets

Cost	Premises	Inventories	Total
<b>2024-01-01</b>	<b>143</b>	<b>10</b>	<b>154</b>
Additional agreements	21	1	21
Remeasurement of agreements	8	0	8
Terminated agreements	—	-1	-1
Translation effects	3	1	4
<b>2024-12-31</b>	<b>174</b>	<b>11</b>	<b>185</b>
Additional agreements	0	—	0
Remeasurement of agreements	94	1	95
Terminated agreements	-19	0	-19
Translation effects	-8	-1	-9
<b>2025-12-31</b>	<b>243</b>	<b>10</b>	<b>253</b>
<b>Depreciation</b>			
<b>2024-01-01</b>	<b>-96</b>	<b>-4</b>	<b>-100</b>
Depreciation for the year	-27	-2	-29
Terminated agreements	—	1	1
Translation effects	-2	-1	-3
<b>2024-12-31</b>	<b>-125</b>	<b>-6</b>	<b>-131</b>
Depreciation for the year	-28	-2	-30
Terminated agreements	20	0	20
Translation effects	6	0	6
<b>2025-12-31</b>	<b>-127</b>	<b>-8</b>	<b>-135</b>
<b>Total carrying amount</b>			
<b>2024-12-31</b>	<b>49</b>	<b>5</b>	<b>54</b>
<b>2025-12-31</b>	<b>116</b>	<b>3</b>	<b>119</b>

No impairment was reported in the current, nor the previous year.

	Leasing liabilities
<b>2024-01-01</b>	<b>55</b>
Additional agreements	20
Revaluations of lease liability	6
Terminated agreements	0
Translation effects	1
Interest expenses on lease liabilities	2
Leasing fees	-31
<b>2024-12-31</b>	<b>52</b>
Additional agreements	0
Revaluations of lease liability	95
Terminated agreements	1
Translation effects	-5
Interest expenses on lease liabilities	6
Leasing fees	-33
<b>2025-12-31</b>	<b>117</b>

## Premises

The Group rents warehouse and office premises in Poland and offices in Sweden and Spain. Lease fees are adjusted annually according to the consumer price index. The fixed, non-cancellable periods in these contracts varies from contract to contract but is often between 1 to 5 years, with an option to extend the rental period. When determining the lease period, an option to extend the rental period is included if the use of such option is deemed probable. The lease period is reconsidered if a significant event occurs, or if circumstances change significantly.

During 2025, the lease agreement for the Group's warehouse was extended for a five-year period on favorable terms. The warehouse's strategic location is beneficial to the Group's position and future operations.

## Inventories and equipment

The major portion of the leased equipment refers to IT equipment and forklifts for the warehouse premises. The fixed, non-cancellable period in the agreements varies between 1 to 5 years. In certain agreements, the Group has an option to purchase the assets at the end of the contract.

## Amount recognised in the

Group's profit/loss	2025	2024
Expenses related to leasing liabilities:		
Depreciation right-of-use assets	-30	-29
Interest expenses on leasing liabilities	-6	-2
Costs related to:		
Short-term contracts	—	—
Low-value contracts	-1	0
Variable leasing fees	-12	-11
<b>Total</b>	<b>-49</b>	<b>-42</b>

## Amount recognised in the

Group's statement of cash flow	2025	2024
Payments related to leasing liabilities:		
Repayment of leasing liabilities	-27	-29
Interest expenses leasing liabilities	-6	-2
Costs related to:		
Short-term contracts	—	—
Low-value contracts	-1	0
Variable leasing fees	-12	-11
<b>Total</b>	<b>-46</b>	<b>-42</b>

One of the larger lease agreements in the Polish subsidiary is in EUR, that is, the cash flows are in EUR. In accounting terms, this agreement implies that a change in the EUR exchange rate against PLN at a given point in time will impact the liability when revaluing the amount while

the underlying value of the asset is not changed. In addition, the majority of Pierce AB's leases are contracted in SEK, which means that the related lease liabilities will be revalued to the subsidiary's functional currency EUR.

Exchange differences relating to the above are recorded net as financial items.

For a maturity analysis of lease liabilities, see Note 24 – Financial risks.

## Note 16 – Inventory

	Dec 31 2025	Dec 31 2024
Goods for resale <sup>1</sup>	394	309
Return rights	6	7
Goods in transit	50	104
<b>Total</b>	<b>451</b>	<b>419</b>
Current year write-down of inventory <sup>2</sup>	-11	8

<sup>1</sup> Goods for resale includes current year obsolete provision for inventory

<sup>2</sup> Write-down includes inventory scrapping and changes in provision for obsolete inventory. In 2024 the reversal of obsolescence provision exceeded the cost of scrapping.

The return rights refer to the portion of cost of sold goods reported as an asset due to the customers' option to return purchases, that is to

## Note 19 – Group companies

The holdings of the Parent Company, Pierce Group, in direct and indirect subsidiaries included in the Consolidated Financial Statements, are presented in the table below:

Company	Corp. ID no.	Registered office	Share	
			Dec 31 2025	Dec 31 2024
Pierce Group AB (publ)	556967-4392	Stockholm, Sweden	Parent Company	Parent Company
Pierce AB	556763-1592	Stockholm, Sweden	100%	100%
PDC Logistics Sp. Z o.o.	KRS 0000564802	Szczecin, Poland	100%	100%
Pierce ECOM SSC, S.L UNIPERSONAL	B-67547497	Barcelona, Spain	100%	100%

say, that portion of the revenue from agreements with customers which is uncertain at point of sale due to the Group offering a 60 day return right. See Note 3 – Revenue.

## Note 17 – Prepaid expenses and accrued income

	Dec 31 2025	Dec 31 2024
<i>Prepaid expenses referred to:</i>		
Rental costs	0	-1
Insurance premiums	1	1
Marketing	1	1
IT expenses	2	3
Other items	2	3
<b>Total</b>	<b>5</b>	<b>6</b>

## Note 18 – Cash and cash equivalents

	Dec 31 2025	Dec 31 2024
Cash and cash equivalents	235	297
<b>Carrying amount</b>	<b>235</b>	<b>297</b>

## Note 20 – Equity

### Share capital

On 31 December 2025, the share quota value on outstanding shares was SEK 0.02 (0.02).

The holders of ordinary shares are entitled to vote at the general meetings of shareholders with one vote per share. All shares are fully paid, and no shares are reserved for transfer. No shares are held by the Company, itself, or by its subsidiaries, except for C shares described below.

	Number of shares
<b>2024-01-01</b>	<b>79,374,100</b>
New share issue	—
Treasury shares	950,000.00
<b>2024-12-31</b>	<b>80,324,100</b>
New share issue	—
Treasury shares	1,025,000.00
<b>2025-12-31</b>	<b>81,349,100</b>

### Treasury shares issue

On 14 March 2024 a total of 950,000 series C shares were registered through a directed share issue to ensure the delivery of performance shares to participants in LTIP 2023/2026 performance-based share program. Series C shares carry one-tenth of a vote per share and do not entitle the holder to dividends. As the Company holds all issued series C shares in treasury, the 95,000 votes they carry cannot be represented at any General Meeting.

On 9 April 2025 a total of 1,025,000 series C shares were registered through a directed share issue to ensure delivery of performance shares to participants in the LTIP 2024/2027 performance-based share program. Series C shares carry one-tenth of a vote per share and do not entitle the holder to dividends. As the Company holds all issued series C shares in treasury, the 102,500 votes they carry cannot be represented at any General Meeting.

As of 31 December 2025, the share capital consisted of 79,374,100 ordinary shares with one vote per share and 1,975,000 series C shares with one-tenth of a vote per share, totalling 81,349,100 shares and 79,571,600 votes, equivalent to a quota value of SEK 0.02.

### Other contributed capital

Other contributed capital comprises capital contributed by Pierce Group's owners in the form of share premium on new share issues, issue of warrants and shareholders' contributions.

### Long-term incentive programs

At the end of the financial year, the Group had four ongoing programs.

#### LTIP 2023/2026

LTIP 2023/2026 was an incentive program in the form of a performance-based share program for the CEO, Group Management and key employees. Provided that specific targets are met, a maximum number of 950,000 ordinary shares can be issued to the participants for a subscription price of SEK 0.00. If all the targets were met and all

shares were awarded to participants, there would be a dilution of approximately 1 percent based on the total number of ordinary shares in the Parent Company.

#### LTIP 2024/2027

LTIP 2024/2027 was approved by the Annual General Shareholders' Meeting on 17 May 2024, as a part of an incentive program in the form of a performance-based share program for the CEO, Group Management and key employees. Provided that specific targets are met, a maximum of 1,025,000 ordinary shares can be issued to the participants for a subscription price of SEK 0.00. If all the targets were met and all shares were awarded to participants, there would be a dilution of approximately 1 percent based on the total number of ordinary shares in the Parent Company.

#### LTIP 2025/2028

LTIP 2025/2028 was approved by the Annual General Shareholders' Meeting on 20 May 2025, as a part of an incentive program in the form of a performance-based share program for Group Management and key employees. Provided that specific targets are met, a maximum of 850,000 ordinary shares can be issued to the participants for a subscription price of SEK 0.00. If all the targets were met and all shares were awarded to participants, there would be a dilution of approximately 1 percent based on the total number of ordinary shares in the Parent Company.

#### Warrant Program 2025/2029

The Warrant Program 2025/2029 was approved by the Annual General Shareholders' Meeting on 20 May 2025, as an incentive program directed to the Company's CEO. The warrants are issued at a subscription price corresponding to the fair market value as determined by an independent valuation institute in accordance with the Black-Scholes valuation model. Each warrant entitles the holder to subscribe for one new ordinary share in the Company at a subscription price corresponding to 165 per cent of the volume-weighted average price during the ten trading days immediately following the Annual General Meeting. Subscription for shares may be effected during the period from 1 January 2029 up to and including 30 June 2029. A maximum number of 800,000 warrants may be issued in relation to the Warrant Program 2025/2029, which corresponds to a dilution of approximately 1 per cent of the Company's ordinary shares.

### Translation reserve

The translation reserve includes all foreign exchange rate differences arising in the translation of financial reports from operations for which the financial statements have been prepared in a functional currency other than the currency in which the Group's Consolidated Financial Statements have been prepared. The Group presents its financial reports in Swedish krona. Accumulated translation differences are recognised through profit or loss on the divestment of foreign operations.

Translation reserve	2025	2024
Opening balance	12	10
Change for the year	-5	3
<b>Closing balance</b>	<b>7</b>	<b>12</b>

## Note 21 – Non-current liabilities to credit institutions

At the end of the financial year 2025, the Group had no long-term liabilities to credit institutions. See Note 24 – Financial risks for undiscounted amounts and additional information of current and previous financial year.

## Note 22 – Bank credit facility

	Dec 31 2025	Dec 31 2024
Total granted credit facility	150	150
Unutilised credit facility	150	150

As regards risks related to the Company's compliance with financial covenants in the granted credit facility and the uncertainty of its utilisation, see "Risks and uncertainties", pages 28-30.

## Note 23 – Accrued expenses and prepaid income

	Dec 31 2025	Dec 31 2024
<b>Accrued expenses referred to:</b>		
Cost of goods	53	89
Sales	-1	15
Employees	20	26
Consultants	2	3
Audit	1	1
Other items	5	5
<b>Total</b>	<b>81</b>	<b>139</b>

## Note 24 – Financial risks

Through its operations, the Group is subjected to various types of financial risks: credit risk, market risks (interest rate risk, currency risk and other price risk), as well as liquidity risk and financing risk. The Group's overall risk management focuses on minimising any potential unfavourable effects on the Group's earnings and financial position.

The Group's finance policy, adopted by the Board of Directors, covers overall risk management and principles in specific areas, such as credit risk, liquidity risk, financing risk and currency risk. The finance policy covers the Group's risk management regarding the identification, evaluation, and follow-up of risks. Priority is given to those risks which, based on an overall assessment of their possible effect, probability, and consequences, are deemed to possibly result in the greatest negative effect on the Group.

The Group's overall goals in handling financial risks include:

- Ensuring the Group's long-term financing needs through the handling of the maturity of loans and refinancing these loans.
- Ensuring the temporary short-term liquidity needs due to seasonal variations.
- Interest risks on loans and cash and cash equivalents.
- Currency risks regarding operational flows and net assets in subsidiaries with functional currency other than SEK.
- Credit risks related to financial activities.

### Credit risk

Credit risk is the risk that the Group's counterparty in a financial instrument is unable to fulfil its obligations and thereby causes a financial loss to the Group. The Group's credit risk primarily arises

through receivables with payment providers and in the investment of cash and cash equivalents.

### Credit risk on receivables with payment providers

The Group has specific guidelines for ensuring payments of sold products and services. As customer payments are guaranteed through e-commerce payment solutions, credit risk does not comprise a significant risk for the Group. Sales essentially take place via payment providers who assume the credit risk. Only a very limited portion of total sales is invoiced to customers where the payment is made directly to Pierce. A certain concentration of credit risk can arise in the ongoing payment flow from payment providers as the customers' payments via the payment providers reach the Group within 1-8 days after the customer has paid for the goods or after they have been delivered. The number of days varies depending on the payment provider concerned.

The credit risk, which is assessed individually according to a rating method applied to all payment providers, is not deemed to be significant. Provisions for expected credit losses considers available forward-looking information. The majority of the Group's receivables from payment providers consist of receivables from Adyen and PayPal. Of the Group's total outstanding receivables from customers and payment providers, receivables from payment providers comprised 100 (100) percent.

If a payment provider does not have an official credit rating, Pierce applies a BBB rating according to Standard & Poor's credit ratings. Receivables from payment providers, with short credit periods and where the main portion is paid already when placing the order, are all assessed to be in stage I. This implies that a possible loss allowance is reported equivalent to the expected loss during the remaining credit period.

Of total receivables from payment providers, 100 (100) percent were yet to mature or had a maturity of less than 30 days. No impairment of expected credit losses related to payment providers have been done.

The credit quality of receivables that are overdue for less than 30 days is deemed to be good based on a historically low level of credit losses and considering forward-looking factors. The principles applied in credit losses on trade receivables are that all receivables where payment has expired more than 60 days are reserved for in full on a monthly basis. The loss allowance of expected credit losses referring to other receivables was SEK 0 (0) million.

### Credit risk in cash and cash equivalents

Cash and cash equivalents are placed in various bank accounts primarily in Nordea which has an AA- credit rating according to Standard & Poor's. The credit risk, which is based on a rating method, is deemed to be insignificant. The total credit risk does not exceed the book value of the Group's financial instruments.

### Market risk

Market risk is the risk that the fair value or future cash flows from a financial instrument will vary as a result in changes in market prices. IFRS specifies market risks into three types: currency risk, interest risk and other price risks. The market risks that affect the Group are primarily comprised of interest risks and currency risks.

### Interest risk

Interest risk refers to the risk that financial income and expenses and the value of financial instruments can fluctuate due to changes in market interest rates. Interest risks can lead to changes in market values and cash flows as well as fluctuations in Pierce's earnings. The Group's main exposure to interest risk pertains to liabilities with variable interest.

According to the Group's policies, Pierce may enter agreements or enter other arrangements to hedge its interest risk exposure in accordance with the Board's adopted policies. The Group does not hedge its interest risk exposure.

Pierce has a credit facility of SEK 150 million, which was not utilised by the end of the reporting period or during the financial year, while maintaining a positive cash position.

Based on the interest-bearing liabilities with variable interest rates as at the balance sheet date, a changed market interest rate of +/- 5 percentage points would have an impact on profit/loss for the year and equity of +/- SEK — (—) million before tax.

The Group's interest-bearing liabilities at the end of the financial year are distributed as follows:

	2025	2024
Liabilities to credit institutions (loan facility)	0	0
Liabilities to credit institutions (overdraft facility)	0	—
Lease liabilities	117	52
<b>Total</b>	<b>117</b>	<b>52</b>

### Currency risk

Currency risk is the risk that the fair value or future cash flows from a financial instrument will vary due to changes in foreign exchange rates, which can have negative effects on the Consolidated Financial Statements. The main exposure arises when Group companies have purchases and sales in currencies other than their respective functional currency (transaction exposure). Foreign currency transactions are translated into the functional currency at the exchange rate on the transaction date.

Currency risk exposure also occurs in cases where the subsidiaries' functional currency is different from the Group's presentation currency (SEK). Currency risk exposure then arises in the conversion of subsidiaries' earnings and net assets in foreign currency to SEK (translation exposure), the starting point being the exchange rate that exists on the balance sheet date.

### Transaction exposure related to payment flows

The Group has currency risk related to changes in expected and contractual payment flows. A significant portion of the Group's purchases is made in foreign currency and is, therefore, exposed to currency risk. The Group holds currency derivatives, which aim to reduce profit/loss and cash flow effects related to strong fluctuations in certain currency pairs including EUR/USD.

### Transaction exposure (%)

	2025	2024
<b>Operating income</b>		
EUR	54%	56%
SEK	14%	14%
USD	0%	0%
NOK	10%	10%
PLN	6%	5%
Other currencies	16%	15%
<b>Total</b>	<b>100%</b>	<b>100%</b>
<b>Operating expenses</b>		
EUR	53%	50%
SEK	20%	22%
USD	13%	13%
NOK	0%	0%
PLN	9%	10%
Other currencies	5%	5%
<b>Total</b>	<b>100%</b>	<b>100%</b>
<b>Sensitivity analysis +/- 5%</b>		
EUR	+/- 1	+/- 5
USD	-/+ 11	-/+ 10
NOK	+/-9	+/-8
PLN	-/+ 3	-/+ 3

The sensitivity analysis above is based on a recalculation of Group company sales and expenses in each currency and shows the effects on profit/loss before tax in a +/- 5 percentage point change in exchange rates SEK as per balance sheet date. The most significant currency exposure refers to EUR/USD. The Group uses currency derivative aimed to reducing the effects on the profit and loss as well as cash flow attributable to sharp fluctuations in certain currency pairs, including EUR/USD. The effect on equity is the same and includes the effects of currency derivatives.

### Transaction exposure related to financial instruments

Currency risk related to financial instruments refers primarily to cash and cash equivalents, trade payables and accrued expenses where a significant portion of the items are in a different currency than respective subsidiaries' functional currency.

The sensitivity analysis below is based on a recalculation of the Group's financial instruments in the respective currencies and shows how the profit/loss before tax would be impacted with a +/- 5 percent change in the currency against EUR, as at balance sheet date. The effect on equity is the same.

	2025	2024
<b>Sensitivity analysis +/- 5%</b>		
SEK	-/+ 2	-/+ 2
EUR	N/A	N/A
USD	-/+ 1	-/+ 2
NOK	-/+ 1	-/+ 1
PLN	-/+ 1	-/+ 1
GBP	-/+ 2	-/+ 0
CNY	-/+ 1	-/+ 2

### Translation exposure

Translation exposure is the exposure that arises in the translation of subsidiaries' earnings and net assets whose functional currency differs from the Group's presentation currency (SEK). The translation exposure relates to the currencies PLN and EUR.

The sensitivity analysis below is based on a recalculation of the Group's subsidiaries' earnings and net assets and shows how the Group's other

comprehensive income and equity would be affected in the event of a change in SEK as of the balance sheet date.

Sensitivity analysis +/- 5%	2025	2024
EUR	+/- 10	+/- 1
PLN	+/- 1	+/- 1

### Liquidity risk

Liquidity risk is the risk of the Group incurring difficulty in fulfilling its obligations in relation to financial liabilities and other payment commitments. The Group's liquidity risk arises mainly in connection with the operations' seasonal variations. The inventory is built up based on expected future sales, hence payment of purchases is often made before the time of receipt of sales. This means that the timing of the outflow of cash for the purchase of goods does not correspond to the timing of the inflow of cash attributable to the sale, which leads to a liquidity risk.

E-commerce is characterised by sales increases during certain periods, for example during the fourth quarter's campaigns for Black Week and Christmas. Prior to such campaigns, stock purchases usually increase and thereby also inventory levels. If Pierce's sales are negatively affected or interrupted during such periods, the liquidity effects, and the impact on the possibilities of achieving profitability targets for the Group may be proportionally more significant compared with other periods.

#### Maturity analysis, 2025

	<6 months	6-12 months	1-3 years	3-5 years	>5 years	Total
Liabilities to credit institutions (credit facility)	0	—	—	—	—	0
Lease liabilities	16	16	56	47	—	134
Trade payables	145	—	—	—	—	145
Other current liabilities <sup>1</sup>	11	—	—	—	—	11
Accrued expenses	57	4	—	0	—	61
<b>Total</b>	<b>229</b>	<b>20</b>	<b>56</b>	<b>47</b>	<b>—</b>	<b>352</b>

<sup>1</sup> Financial liabilities within other current liabilities refer to provision for customer returns.

#### Maturity analysis, 2024

	<6 months	6-12 months	1-3 years	3-5 years	>5 years	Total
Liabilities to credit institutions (credit facility)	1	0	0	—	—	2
Lease liabilities	17	15	18	10	—	61
Trade payables	111	—	—	—	—	111
Other current liabilities <sup>1</sup>	12	—	—	—	—	12
Accrued expenses	110	3	0	0	—	113
<b>Total</b>	<b>250</b>	<b>19</b>	<b>18</b>	<b>10</b>	<b>—</b>	<b>298</b>

<sup>1</sup> Financial liabilities within other current liabilities refer to provision for customer returns.

### Financing risk

Financing risk refers to the risk that the Group will not be able to obtain financing or will secure financing on significantly less advantageous terms, which implies the risk of not being able to make the desired investments or fulfil payment obligations due to a lack of liquidity. The need of financing is regularly reviewed by Group management and the Board of Directors to ensure the financing of the Group's expansion and investment.

The risk is managed through a finance policy regarding financial counterparties. In addition, financing risk is reduced through a structured financing process which is initiated well in advance of any requirements. As regards larger loans, the process is initiated no later than 6 months prior to the maturity date.

Pierce's liquidity situation is also affected by the terms of credit that its suppliers offer. If Pierce suppliers leave Pierce for a shorter payment period, it may negatively affect the Group's liquidity.

The liquidity risk is mitigated with adopted guidelines regarding continuous short-term forecasts, which are made weekly, and long-term forecasts, which aims to ensure that the Group has a satisfactory liquidity reserve. The Group's liquidity reserve is covered by the SEK 150 million credit facility.

The total liquidity reserve at the end of 2025 was comprised of cash and cash equivalents of SEK 235 million and the unutilised portion of the credit facility was SEK 150 million. As regards risks related to the Company's compliance with financial covenants in the granted credit facility and the uncertainty of its utilisation, see "Risks and uncertainties", pages 28-30.

The Group's contractual and undiscounted interest payments and repayments of financial liabilities are shown in the table below. Financial instruments with variable interest rates were calculated using the rate on the balance sheet date. Payments of liabilities were included in the period in which repayment can be demanded at the earliest.

Liabilities to credit institutions refers to the credit facility that Pierce extended until March 2026 within agreed framework.

As regards risks related to the Company's compliance with financial covenants in the granted credit facility, see "Risks and uncertainties", pages 28-30.

### Capital management

The Group's objective is to have a good financial position contributing to maintaining the trust of investors, creditors and the market, comprising a basis for the continued development of the operations and providing an adequate yield to shareholders over time.

Pierce has a credit facility with one of the larger Swedish banks of up to SEK 150 million that was not utilised by the end of the period. The credit facility is subject to, amongst other things, certain financial covenants regarding the Group's leverage ratio and interest coverage ratio. As of 31 December 2025, Pierce was not in breach of the covenants in accordance with the current agreements for the credit facility. Covenants are reported quarterly.

Capital is defined as total equity and amounted to SEK 663 (666) million.

## Note 25 – Financial instruments

	Dec 31 2025	Dec 31 2024
<b>Assets</b>		
<i>Measured at amortised cost</i>		
Financial assets	19	6
Receivables from payment providers	10	11
Cash and cash equivalents	235	297
<i>Measured at fair value through profit or loss</i>		
Currency derivatives	—	2
<b>Total carrying amount</b>	<b>264</b>	<b>316</b>
<b>Liabilities</b>		
<i>Measured at amortised cost</i>		
Liabilities to credit institutions	0	—
Trade payables	145	111
Accrued expenses	61	113
Lease liabilities	117	52
Other current liabilities <sup>1</sup>	11	12
<i>Measured at fair value through profit or loss</i>		
Currency derivatives	0	—
<b>Total carrying amount</b>	<b>334</b>	<b>288</b>

<sup>1</sup> Financial liabilities within other current liabilities refer to provision for customer returns.

The Group has no financial assets or liabilities which have been netted in the accounting or which are covered by a legally binding agreement on netting.

### Fair value measurement

Financial instruments measured at fair value are classified based on the fair value hierarchy. The different levels are defined according to the following:

- **Level 1:** Listed prices (non-adjusted) in active markets for identical assets or liabilities.
- **Level 2:** Observable input data for the asset or liabilities other than listed prices included in Level 1, either directly (as price listings) or indirectly (originating from price listings).
- **Level 3:** Input data for the asset or liability not based on observable market data (non-observable input data).

Currency derivatives is the only instrument reported at fair value in the income statement. Other financial instruments are measured at

amortised cost in the Balance sheet and the reported values agreed, in all significant aspects, with the fair value.

At the end of the 2025 financial year, the fair value of currency derivatives amounted to SEK 0 (2) million. The currency derivatives were classified as current liabilities (assets) at the end of the financial year.

### Calculation of fair value

Fair value is the price that on the measurement date would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants.

### Financial assets

The carrying amounts of long-term receivables are deemed to comprise a reasonable approximation of their fair value.

### Interest-bearing liabilities

Interest-bearing liabilities are subject to market interest rates, which implies that no discounting takes place as the carrying amount is deemed to comprise a reasonable approximation of their fair value.

### Current receivables and liabilities

The carrying amounts of current receivables and liabilities, such as receivables from payment providers and trade payables, is considered to comprise a reasonable estimation of their fair value.

### Currency derivatives

The valuation of currency derivatives takes place based on official market data regarding exchange rates. Unrealised currency derivatives are valued in connection with month end closes, to reflect the gains or losses that would arise if they were realised based on the exchange rates that existed at the current balance sheet date.

## Note 26 – Statement of cash flows

### Adjustments for items not included in cash flow

	2025	2024
Depreciation, amortisation and impairment	52	66
Share-based payments	1	1
Share-based payments (social costs)	1	0
Change in provisions	-1	3
Other non-cash flow items	1	0
<b>Total</b>	<b>54</b>	<b>69</b>

## Reconciliation of liabilities attributable to financing activities

	Current financing <sup>1</sup>	Non-current financing <sup>2</sup>	Leasing liabilities	Total
<b>2024-01-01</b>	<b>0</b>	<b>—</b>	<b>55</b>	<b>54</b>
Cash flow for the year related to:				
Within financing activities	—	—	-29	-29
Within operating activities	-2	—	-2	-4
Changes not affecting cash flow related to:				
Changes in lease liabilities	—	—	29	29
Capitalised loan fees	2	—	—	2
Accrued interest expenses and financial costs	0	—	—	0
Translation effects	—	—	—	—
<b>2024-12-31</b>	<b>0</b>	<b>—</b>	<b>52</b>	<b>52</b>
Cash flow for the year related to:				
Within financing activities	0	—	-27	-27
Within operating activities	-1	—	-6	-7
Changes not affecting cash flow related to:				
Changes in lease liabilities	—	—	98	98
Capitalised loan fees	1	—	—	1
Accrued interest expenses and financial costs	0	—	—	0
Translation effects	0	—	—	0
<b>2025-12-31</b>	<b>0</b>	<b>—</b>	<b>117</b>	<b>117</b>

<sup>1</sup> Refers to current liabilities to credit institutions at the end of each year.

<sup>2</sup> Refers to long-term liabilities to credit institutions at the end of each year.

## Note 27 – Pledged assets

	Dec 31 2025	Dec 31 2024
<b>To credit institutions for the Group's own liabilities and provisions</b>		
Blocked funds	16	2
Deposits	3	3
<b>Total</b>	<b>18</b>	<b>5</b>

Pledged assets at the end of 2025 pertained to funds blocked on the Company's bank account in PKO Bank Polski S.A. as collateral for a bank guarantee issued to secure the lease agreement for a warehouse. In 2024 Pierce has recognised a bank guarantee for a new office, which was secured by a blocked account in Nordea.

## Note 28 – Contingent liabilities

	Dec 31 2025	Dec 31 2024
<b>Subsidiaries' liabilities and provisions to leasing companies</b>		
Guarantees	18	11
<b>Subsidiaries' liabilities and provisions to bank</b>		
Guarantees to leasing companies	16	8
Other guarantees	6	3
<b>Total</b>	<b>39</b>	<b>22</b>

The Group company, Pierce AB, has provided a Parent Company guarantee to a landlord in Poland equivalent to four months' rent for the subsidiary, PDC Logistics Sp. z o.o.'s fulfilment of rental payments. Pierce AB has also provided a bank guarantee for PDC Logistics Sp. z o.o.'s fulfilment of rental payments. In 2025 above guarantees were recalculated and extended. Pierce AB has also obtained a separate bank guarantee for the rental payments related to the new office in Stockholm.

Other guarantees include bank guarantee referring to payment guarantee for the supplier Alpinestars S.P.A. for purchase of goods, import of goods to Norway and for customs offices' services related to the import of goods in the form of motorcycle accessories.

## Note 29 – Related party transactions

A list of the Group's wholly owned subsidiaries, which are also the companies comprising related parties to the Parent Company, is included in Note 19 – Group companies.

### Performance-based share program

The Group has four performance-based programs for CEO, certain senior executives and key employees in the Group. See pages 44-45 for further information.

All transactions are based on market terms and conditions.

### Intra-Group transactions

For the Parent Company's transactions with its subsidiaries, refer to the Parent Company Note 20 – Related party transactions.

### Other transactions with related parties

During the current period Pierce purchased goods (for resale in its ordinary business) from O'Neal Europe GmbH & Co. KG, a company controlled by Pierce Group AB Board Member Thomas Schwarz, for SEK 37 (34) million. Thomas Schwarz is a Board Member since June 2022, therefore O'Neal Europe GmbH & Co. KG was recognised as a related party since the second quarter 2022.

All transactions with this supplier were performed on commercial market terms.

Besides the above-mentioned related party transactions and remuneration to senior executives, there were no other related party transactions.

*Board Member Thomas Schwarz, with a significant influence in: O'Neal Europe GmbH & Co. KG (KSEK)*

	2025	2024
Purchase of goods	36,756	34,278
Debt on the balance sheet date	8,070	4,047

## Note 30 – Significant events after the balance sheet date

### New credit facility agreement

The Group has renewed the credit facility agreement with its existing banking partner, one of Sweden's largest banks, replacing the facility scheduled to expire in the first quarter of 2026.

**Parent Company profit/loss**

SEKm	Note	2025-01-01 2025-12-31	2024-01-01 2024-12-31
Net revenue	4	20	20
<b>Gross profit</b>		<b>20</b>	<b>20</b>
Administration expenses	5,6	-25	-22
<b>Operating profit/loss</b>		<b>-6</b>	<b>-2</b>
Financial income	7	9	19
Financial costs	8	-10	0
<b>Profit/loss after financial items</b>		<b>-7</b>	<b>17</b>
Appropriations	9	—	—
<b>Profit/loss before tax</b>		<b>-7</b>	<b>17</b>
Income tax	10	—	—
<b>Profit/loss for the year</b>		<b>-7</b>	<b>17</b>

**Parent Company statement of comprehensive income**

SEKm	2025-01-01 2025-12-31	2024-01-01 2024-12-31
Profit/loss for the year	-7	17
Other comprehensive income for the year	—	—
<b>Comprehensive income for the year</b>	<b>-7</b>	<b>17</b>

## Parent Company balance sheet

SEKm	Note	2025-12-31	2024-12-31
<b>Assets</b>			
<b>Non-current assets</b>			
Shares in subsidiaries	11	565	409
Receivables from Group companies	12,13	189	346
<b>Non-current assets</b>		<b>755</b>	<b>755</b>
<b>Current assets</b>			
Receivables from Group companies	12,13	5	7
Other receivables		—	—
Prepaid expenses and accrued income		1	1
Cash and cash equivalents	12	—	—
<b>Current assets</b>		<b>6</b>	<b>8</b>
<b>Total assets</b>		<b>760</b>	<b>763</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Share capital		2	2
<b>Restricted equity</b>		<b>2</b>	<b>2</b>
Share premium reserve		748	745
Profit/loss brought forward		9	-7
Profit/loss for the year		-7	17
<b>Non-restricted equity</b>		<b>750</b>	<b>755</b>
<b>Total equity</b>		<b>752</b>	<b>756</b>
<b>Current liabilities</b>			
Liabilities to Group companies	14	0	0
Trade payables	12	0	1
Other current liabilities		3	2
Accrued expenses and prepaid income	12,16	5	4
<b>Current liabilities</b>		<b>8</b>	<b>7</b>
<b>Total equity and liabilities</b>		<b>760</b>	<b>763</b>

## Parent Company statement of changes in equity

SEKm	Note	Restricted	Non-restricted equity			Equity
		equity	Profit/loss			
		Share capital	Share premium reserve	brought forward	Net profit for the year	
<b>Opening balance 2024-01-01</b>		<b>2</b>	<b>745</b>	<b>-7</b>	<b>0</b>	<b>739</b>
Appropriation of profit/loss from last year		—	—	0	0	—
Net profit, also other comprehensive income, for the year		—	—	—	17	17
Share-based compensation		—	1	—	—	1
<b>Total</b>		<b>—</b>	<b>1</b>	<b>0</b>	<b>16</b>	<b>17</b>
<b>Transactions with Parent Company's shareholders</b>						
New share issue including issue costs		—	0	—	—	0
<b>Total</b>		<b>—</b>	<b>0</b>	<b>—</b>	<b>—</b>	<b>0</b>
<b>Closing balance 2024-12-31</b>		<b>2</b>	<b>745</b>	<b>-7</b>	<b>17</b>	<b>756</b>
Appropriation of profit/loss from last year		—	—	17	-17	—
Net profit, also other comprehensive income, for the year		—	—	—	-7	-7
Share-based compensation		—	3	—	—	3
<b>Total</b>		<b>—</b>	<b>3</b>	<b>17</b>	<b>-23</b>	<b>-4</b>
<b>Transactions with Parent Company's shareholders</b>						
New share issue including issue costs		—	0	—	—	0
<b>Total</b>		<b>—</b>	<b>0</b>	<b>—</b>	<b>—</b>	<b>0</b>
<b>Closing balance 2025-12-31</b>	<b>15</b>	<b>2</b>	<b>748</b>	<b>9</b>	<b>-7</b>	<b>752</b>

## Parent Company statement of changes of cash flow

SEKm	Note	2025-01-01 2025-12-31	2024-01-01 2024-12-31
<b>Operating activities</b>			
Operating profit/loss		-6	-2
Adjustments for non-cash items	17	3	1
Received interest		0	0
Paid interest		0	0
Paid tax		0	0
<b>Cash flow from operating activities before changes in working capital</b>		<b>-3</b>	<b>-2</b>
<b>Cash flow from changes in working capital</b>			
Increase (-) / decrease (+) in operating receivables		0	0
Increase (+) / decrease (-) in operating liabilities		4	-1
<b>Cash flow from operating activities</b>		<b>0</b>	<b>-3</b>
<b>Investing activities</b>			
Paid intercompany loans		—	—
Received repayment of intercompany loans		—	3
<b>Cash flow from investing activities</b>		<b>—</b>	<b>3</b>
<b>Financing activities</b>			
Repayments of leasing liabilities		—	—
Paid issue costs referring to new share issue		0	0
Option premiums		1	—
<b>Cash flow from financing activities</b>		<b>1</b>	<b>0</b>
<b>Cash flow for the year</b>			
Cash and cash equivalents at beginning of year <sup>1</sup>		4	4
<b>Cash and cash equivalents at year end<sup>1</sup></b>		<b>5</b>	<b>4</b>

<sup>1</sup> Cash and cash equivalents represent funds held within the group cashpooling arrangement, which is owned by subsidiary Pierce AB, and is disclosed as receivables from Group companies.

## Parent Company notes

### Note 1 – Significant accounting policies

The Parent Company has prepared its annual accounts in accordance with the Swedish Annual Accounts Act (1995:1554) and Recommendation RFR 2 “Accounting for Legal Entities” issued by the Swedish Financial Reporting Board. The Parent Company applies the same accounting policies as the Group, with the exceptions and additions indicated in RFR 2. This means that IFRS is applied with the exceptions stated below. The accounting policies for the Parent Company have been applied consistently for all periods presented in the Parent Company’s financial statements, unless otherwise specified.

#### Classification and presentation

For the Parent Company, the term Income statement is used for the report for which the Group uses the title Consolidated statement of profit/loss. In addition, the Parent Company uses the term Balance sheet for the report which the Group uses Consolidated statement of financial position. The Income statement and Balance sheet are prepared for the Parent Company in accordance with the appendix to the Annual Accounts Act, while the Statement of comprehensive income, the Statement on changes in equity and the Statement of cash flows is based on IAS 1 Presentation of Financial Statements and IAS 7 Statement of Cash Flows. The differences with respect to the Group’s reports, which occur in the Parent Company’s Income statement and Balance sheet, consist primarily of reporting of equity and provisions as a separate heading in the Balance sheet.

#### Subsidiaries

Shares in subsidiaries are recognised in the Parent Company using the cost method. This means that the value is recorded at cost, including transaction costs, less any impairment losses.

#### Group contributions and shareholder contributions

The Parent Company recognises Group contributions, both received and paid, as appropriations in accordance with the alternative rule.

Shareholder contributions provided by the Parent Company are recognised directly as equity at the recipient and recognised as shares in the Parent Company, to the extent that impairment is not necessary. Received shareholders’ contributions are recognised as an increase in non-restricted equity.

#### Financial instruments

As a result of the relationship between accounting and taxation, the rules on financial instruments of IFRS 9 are not applied at the Parent Company, which instead applies the rules in accordance with RFR 2. This means that the Parent Company reports financial instruments on the basis of the acquisition value in accordance with the rules in the Swedish Annual Accounts Act.

For intra-group receivables reported at amortised cost, a so-called loss allowance is reported when necessary. Furthermore, the exemptions in RFR 2 imply that the Parent Company’s guarantee is not treated as a financial guarantee under IFRS 9 but is instead managed based on the rules in IAS 37 “Provisions, Contingent Liabilities and Contingent Assets”. Thus, the Parent Company assesses whether it is probable that an outflow of financial resources may occur and, depending on the assessment, the Parent Company reports a provision or a contingent liability.

### Note 2 – Information on future standards

A few new and revised accounting standards and interpretations have been published and are effective from 2025 and later. The new and revised accounting standards or interpretations are not expected to have a material impact on the Parent Company.

As of 2027, IFRS 18 Presentation and Disclosure in Financial Statements will replace IAS 1 Presentation of Financial Statements. The Group expects the new standard to impact the financial statements and will apply IFRS 18 from its mandatory effective date of 1 January 2027.

### Note 3 – Significant estimates and assessments

The preparation of financial statements in conformity with RFR 2 requires the use of certain critical accounting estimates. This also requires the management to make certain assessments in the application of the Company’s accounting policies, as well as estimates and assumptions about the future. See more descriptions in the Group’s Note 2 –Significant estimates and assessments.

The estimates and assumptions are evaluated on an ongoing basis and are not deemed to entail any significant risk of significant adjustments in the carrying amounts of assets and liabilities during the next financial year. Changes in estimates are recognised in the period in which the change occurs, if the change affected only that period, or in the period in which the change is made and future periods if the change affects both the current period and future periods.

### Note 4 – Net revenue

The Parent Company’s net revenue relates to services which the Parent Company provides to its Swedish subsidiary. The Parent Company’s net revenue is thus distributed across the following geographical markets. Also see the Group’s Note 3 – Revenue.

	2025	2024
Sweden	20	20
<b>Total</b>	<b>20</b>	<b>20</b>

### Note 5 – Remuneration to auditors

The audit assignment refers to the auditor’s work for the statutory audit and various types of quality assurance services provided in conjunction with the audit. Other services are services not included in the audit assignment or tax advisory services.

	2025	2024
<b>Grant Thornton Sweden AB</b>		
Audit assignment	-1	-1
<b>Total</b>	<b>-1</b>	<b>-1</b>

The auditors’ remuneration for the statutory audit is invoiced separately to the Parent Company and to subsidiary Pierce AB. See more information in the Group’s Note 7 Remuneration to auditors.

## Note 6 – Employees and personnel costs

For salaries and benefits for employees and senior executives, as well as information about the number of employees, see Note 8 – Employees and personnel costs for the Group.

## Note 7 – Financial Income

Interest income is primarily attributable to interest income from loans to the subsidiary Pierce AB.

	2025	2024
Interest income	9	19
Exchange rate differences	—	—
<b>Total</b>	<b>9</b>	<b>19</b>

## Note 8 – Financial costs

	2025	2024
Interest expenses	0	0
Exchange rate differences	-10	0
Other financial costs	—	0
<b>Total</b>	<b>-10</b>	<b>0</b>

## Note 9 – Appropriations

	2025	2024
Group contributions given	—	—
<b>Total</b>	<b>—</b>	<b>—</b>

## Note 10 – Current tax

	2025	2024
Current tax	—	—
Adjustment referred to previous years	—	—
<b>Total</b>	<b>—</b>	<b>—</b>
<b>Reported tax in the income statement</b>	<b>—</b>	<b>—</b>
<b>Amount recognised in total equity</b>		
Current tax	—	0
<b>Total</b>	<b>—</b>	<b>0</b>

Reconciliation of effective tax	2025	2024
<b>Profit/loss before tax</b>	<b>-7</b>	<b>17</b>
Tax according to the applicable tax rate 20.6%	1	-3
<b>Tax effects of:</b>		
Non-deductible expenses	0	0
Adjustments related to previous years	—	—
Non-capitalized tax deficit	-1	3
Utilisation of unrecognised tax losses carried forward	—	—
<b>Reported tax</b>	<b>0</b>	<b>—</b>
Effective tax rate	1%	0%

There are tax losses carry-forwards for which deferred tax assets have not been recognised in the balance sheet amounting to SEK 70 (70) million, equivalent to a tax effect of SEK 14 (14) million. Out of these, an amount of SEK 29 (29) million, equivalent to a tax effect of SEK 6 (6) million, refers to previous years' non-deductible net interest, which can be used in future year's declarations, if there is room for deduction. No deferred tax asset has been recognised in the balance sheet, as it is not probable that the company will utilise them against future taxable profits in the foreseeable future. Tax loss carry-forwards' utilisation is unlimited in time. Previous years' non-deductible net interest can be used as a deductible in the next 6 years' tax returns if there is room for deduction.

## Note 11 – Shares in subsidiaries

	2025	2024
Opening balance	409	409
Shareholder contributions	156	—
<b>Closing balance</b>	<b>565</b>	<b>409</b>

The list below includes shares owned directly or indirectly by the Parent Company. The foreign companies are owned via the Swedish subsidiary Pierce AB.

Company	Corp. ID no.	Registered office	No. of shares	Share-holding	Carrying amount	
					Dec 31 2025	Dec 31 2024
Pierce Group AB (publ)						
Pierce AB	556763-1592	Stockholm, Sweden	1,000	100%	565	409
PDC Logistics Sp. Z o.o.	KRS 0000564802	Szczecin, Poland	1,000	100%	—	—
Pierce ECOM SSC, S.L UNIPERSONAL	B-67547497	Barcelona, Spain	3,000	100%	—	—

## Note 12 – Financial instruments

	Dec 31 2025	Dec 31 2024
<b>Assets</b>		
<i>Measured at amortised cost</i>		
Receivables from subsidiaries	194	353
<b>Total carrying amount<sup>1</sup></b>	<b>194</b>	<b>353</b>
<b>Liabilities</b>		
<i>Measured at amortised cost</i>		
Liabilities to subsidiaries	0	0
Trade payable	0	1
Accrued expenses	1	1
<b>Total carrying amount<sup>1</sup></b>	<b>1</b>	<b>2</b>

<sup>1</sup> Reported values are a reasonable approximation of fair value.

## Note 13 – Receivables from subsidiaries

	Dec 31 2025	Dec 31 2024
Opening balance	353	353
Additional	81	110
Settled receivables	-241	-110
<b>Closing balance</b>	<b>194</b>	<b>353</b>

Parent Company receivables from subsidiaries only related to Pierce AB in the current and previous financial year.

## Note 14 – Liabilities to subsidiaries

	Dec 31 2025	Dec 31 2024
Opening balance	0	16
Additional liabilities	0	0
Settled liabilities	0	-16
<b>Closing balance</b>	<b>0</b>	<b>0</b>

Parent Company liabilities to subsidiaries related to Pierce AB and PDC Logistics Sp z o.o. in the current and previous financial year.

## Note 15 – Equity

As of 31 December 2025, the share capital consisted of 79,374,100 (79,374,100) ordinary shares with a quota value of SEK 0.02 (0.02) and 1,975,000 (950,000) series C shares with one-tenth of a vote per share, totalling 81,349,100 shares and 79,571,600 votes. Also refer to the information in the Group's Note 20 – Equity.

## Note 16 – Accrued expenses and deferred income

	Dec 31 2025	Dec 31 2024
<b>Accrued expenses relating to:</b>		
Employees	4	3
Consultants	0	0
Other items	—	0
Audit	1	1
<b>Carrying amount</b>	<b>5</b>	<b>4</b>

## Note 17 – Statement of cash flows

**Comments to cash flow from financing activities**

Adjustments for non-cash items referred to share-based payments and associated social security contributions.

## Note 18 – Pledged assets

At the end of the 2025 financial year, the Parent Company had no pledged assets.

## Note 19 – Contingent liabilities

There is a guarantee given on the credit facility provided by the Parent Company, in favour of the subsidiary, Pierce AB's liabilities to credit institutions. The credit facility amounts to a total of SEK 150 million, of which SEK 80 million is in an overdraft facility. The credit facility includes certain financial covenants; also refer to the Group's Note 24 – Financial risks.

Pierce Group AB has issued a capital guarantee letter up to maximum SEK 100 million to its subsidiary Pierce AB.

## Note 20 – Related party transactions

**Intra-Group transactions**

<i>Subsidiaries</i>	2025	2024
Sale of goods/services	20	20
Purchase of goods/services	-1	0
Interest income related to loans to subsidiaries	9	19
Receivables on the balance sheet date	194	353
Debt on balance sheet date	0	0

Intra-Group transactions relate to the subsidiary Pierce AB, except for purchase of services, which relate to the subsidiary PDC Logistics Sp. z o.o.

## Note 21 – Significant events after the balance sheet date

**New credit facility agreement**

The Group has renewed the credit facility agreement with its existing banking partner, one of Sweden's largest banks, replacing the facility scheduled to expire in the first quarter of 2026.

## Note 22 – Proposed appropriation of profits

	Dec 31 2025	Dec 31 2024
The following profits are at the disposal of the Annual General Meeting:		
Share premium reserve	748	745
Retained earnings	9	-7
Profit/loss for the year	-7	17
	<b>750</b>	<b>755</b>
To be appropriated as follows:		
Carry forward	3	9
Remaining share premium reserve to be carried forward	748	745
<b>Total</b>	<b>750</b>	<b>755</b>
<b>To be carried forward</b>	<b>750</b>	<b>755</b>

The Consolidated Financial Statements and the Annual Report have been prepared in accordance with the international accounting standards referred to in Regulation (EC) No 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards and generally accepted accounting policies respectively and give a true and fair view of the Group's and the Parent Company's position and results. The Directors' Report for the Group and the Parent Company provides a true and fair view of the Group's and the Parent Company's operations, financial positions and results and it also describes the significant risks and uncertainties to which the Parent Company and companies included in the Group are exposed.

This is a translation of the Swedish original of Pierce Group's Annual Report for the period 1 January – 31 December 2025. In the event of any discrepancies between the two versions, the original Swedish version shall apply.

The Annual Report was approved on 19 March 2026 in Stockholm.

The Annual Report was signed by all members of the Board of Directors and the CEO on 19 March 2026 in Stockholm.

Henrik Theilbjørn  
Chair of the Board

Göran Dahlin  
CEO

Lottie Saks  
Board Member

Niklas Jarl  
Board Member

Thomas Schwarz  
Board Member

Johannes Gadsbøll  
Board Member

Roger Sandberg  
Board Member

Our audit report was submitted on 20 March 2026

Grant Thornton Sweden AB

Mia Rutenius

Authorised Public Accountant

Auditor in-charge

Ida Sparrfeldt

Authorised Public Accountant

## Auditor's report

*N.B. The English text is a translation of the official version in Swedish. In the event of any conflict between the Swedish and English version, the Swedish shall prevail.*

To the general meeting of the shareholders of Pierce Group AB (publ)

Corporate identity number 556967 - 4392

### Report on the annual accounts and consolidated accounts

#### Opinions

We have audited the annual accounts and consolidated accounts of Pierce Group AB (publ) for the year 2025.

The annual accounts and consolidated accounts of the company are included on pages 25 - 64 in this document.

In our opinion, the annual accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of parent company as of 31 December 2025 and its financial performance and cash flow for the year then ended in accordance with the Annual Accounts Act. The consolidated accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of the group as of 31 December 2025 and their financial performance and cash flow for the year then ended in accordance with IFRS Accounting Standards, as adopted by the EU, and the Annual Accounts Act.

The statutory administration report is consistent with the other parts of the annual accounts and consolidated accounts.

We therefore recommend that the general meeting of shareholders adopts the income statement and balance sheet for the parent company and the group.

Our opinions in this report on the annual accounts and consolidated accounts are consistent with the content of the additional report that has been submitted to the parent company's audit committee in accordance with the Audit Regulation (537/2014) Article 11.

#### Basis for Opinions

We conducted our audit in accordance with International Standards on Auditing (ISA) and generally accepted auditing standards in Sweden. Our responsibilities under those standards are further described in the *Auditor's Responsibilities* section. We are independent of the parent company and the group in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

This includes that, based on the best of our knowledge and belief, no prohibited services referred to in the Audit Regulation (537/2014) Article 5.1 have been provided to the audited company or, where applicable, its parent company or its controlled companies within the EU.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinions.

#### Key Audit Matters

Key audit matters of the audit are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts and consolidated accounts of the current period, and include, among other things, the most important assessed risks of material misstatement. These matters were addressed in the context of our audit of, and in forming our opinion thereon, the annual accounts and consolidated accounts as a whole, but we do not provide a separate opinion on these matters.

#### Revenue recognition

As of December 31, 2025, the Group's reported revenues amounted to SEK 1,816 million and are attributable to the sale of goods via internet. Revenue is recognized in the manner that reflects the transfer to the customer in terms of control of the promised good and thus the fulfillment of the performance obligation. The performance obligation is fulfilled at the time the goods are delivered to an independent carrier. Revenue is recognized to the amount that the Group expects to be entitled to in exchange for transferring the promised goods to the customer. Revenue recognition is based on information from the company's trading platform and is transaction intensive, which means that there is a risk of errors unless control measures are in place to manage the risks. Our assessment is that the risks associated with the occurrence of revenues have a major impact on financial reporting and are thus a particularly important area in the audit. The company's accounting principles for revenue and returns are set out in note 1 and note 3 in the Annual Report.

#### *How this area was considered in the audit*

Our audit procedures included, but were not limited to:

- Review of accounting principles, mapping of material transaction flows and critical business systems and review of internal control.
- Through data analysis, we have observed that delivered goods have been recognized as revenue and paid for by customers.
- Examination of whether the additional information provided in the annual report in all material respects complies with the requirements of the Annual Accounts Act and IFRS.

#### Valuation of goodwill and brands with an indefinite useful life

The Group's carrying amount of goodwill and brands with an indefinite useful life amounted to SEK 262 million in the report of financial position of the Group as of December 31, 2025, which corresponded to 23 % of the Group's total assets. Of the carrying amount, SEK 115 million pertained to trademarks and SEK 147 million to goodwill. As stated in note 13, the company continuously assesses whether there is an indication that an asset may have decreased in value. If such indication exists, the recoverable value of the asset is calculated to

determine whether there is a need for impairment. Intangible assets with an indefinite useful life shall be subject to impairment testing annually. Note 2 and note 13 show the most important assumptions made in the calculation of the value in use. These include, among other things, assumptions about forecasts of future cash flows. Changes in assumptions can have a significant impact on the calculation of value in use, and the determination of assumptions is therefore of great importance for the valuation. As part of our audit regarding valuation regarding the recognition of intangible assets and goodwill in the Group, we have conducted a number of audit procedures.

How this area was considered in the audit

Our audit activities included but were not limited to:

- With the support of our valuation specialists, we have assessed the applied methodology and the material assumptions included in the impairment test, including the discount rate and growth rate.
- Reviewed the reasonableness of assessments and assumptions for future cash flows and evaluated the reliability of these.
- Performed sensitivity analyses for material assumptions, such as changes in discount rates and future cash flows.
- We have reviewed that the accounting principles applied are in accordance with the rules of IFRS and that the information provided in the annual report in all material respects meets the requirements.

#### **Valuation of inventories**

The Group's reported inventories as of 31 December 2025 amount to SEK 451 million. Inventories are valued at the lower of acquisition cost and net sales value, where the net sales value is calculated at the sales value less than estimated cost of sales. Assessing the estimated net sales value is associated with assumptions and assessments of future events, which are associated with uncertainty. Changes in assumptions regarding inventory valuation may have a material effect on the Group's financial statements, which is why we have assessed inventory valuation as a particularly important area in the audit. Information regarding the company's accounting principles for the valuation of inventories is set out in note 1 in the Annual Report. Note 2 also contains information regarding the management's estimates and assessments regarding inventories.

How this area was considered in the audit

Our audit procedures included, but were not limited to:

- Review of the company's accounting principles and procedures for inventory accounting, including principles and procedures for pricing and assessment of obsolescence in inventories.
- Review of the assumptions and calculations that form the basis for reported obsolescence in the inventory.
- Review of the recognition of acquisition values and net sales values.

#### **Other Information than the annual accounts and consolidated accounts**

This document also contains other information than the annual accounts and consolidated accounts and is found on pages 1 - 17, 19 -

23 and 70 - 76. The remuneration report for the financial year 2025, which will be published on the same date as this audit report, also constitutes other information. The Board of Directors and the Managing Director are responsible for this other information.

Our opinion on the annual accounts and consolidated accounts does not cover this other information and we do not express any form of assurance conclusion regarding this other information.

In connection with our audit of the annual accounts and consolidated accounts, our responsibility is to read the information identified above and consider whether the information is materially inconsistent with the annual accounts and consolidated accounts. In this procedure we also take into account our knowledge otherwise obtained in the audit and assess whether the information otherwise appears to be materially misstated.

If we, based on the work performed concerning this information, conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Responsibilities of the Board of Directors and the Managing Director**

The Board of Directors and the Managing Director are responsible for the preparation of the annual accounts and consolidated accounts and that they give a fair presentation in accordance with the Annual Accounts Act and, concerning the consolidated accounts, in accordance with IFRS Accounting Standards as adopted by the EU. The Board of Directors and the Managing Director are also responsible for such internal control as they determine is necessary to enable the preparation of annual accounts and consolidated accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts and consolidated accounts, The Board of Directors and the Managing Director are responsible for the assessment of the company's and the group's ability to continue as a going concern. They disclose as applicable, matters related to going concern and using the going concern basis of accounting. The going concern basis of accounting is however not applied if the Board of Directors and the Managing Director intend to liquidate the company, to cease operations, or has no realistic alternative but to do so.

The Audit Committee shall, without prejudice to the Board of Director's responsibilities and tasks in general, among other things oversee the company's financial reporting process.

#### **Auditor's responsibility**

Our objectives are to obtain reasonable assurance about whether the annual accounts and consolidated accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and generally accepted auditing standards in Sweden will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts and consolidated accounts.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual accounts and consolidated accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of the company's internal control relevant to our audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors and the Managing Director.
- Conclude on the appropriateness of the Board of Directors' and the Managing Director's use of the going concern basis of accounting in preparing the annual accounts and consolidated accounts. We also draw a conclusion, based on the audit evidence obtained, as to whether any material uncertainty exists related to events or conditions that may cast significant doubt on the company's and the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual accounts and consolidated accounts or, if such disclosures are inadequate, to modify our opinion about the annual accounts and consolidated accounts. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company and a group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual accounts and consolidated accounts, including the disclosures, and whether the annual accounts and consolidated accounts represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated accounts. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our opinions.

We must inform the Board of Directors of, among other matters, the planned scope and timing of the audit. We must also inform of significant audit findings during our audit, including any significant deficiencies in internal control that we identified.

We must also provide the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Board of Directors, we determine those matters that were of most significance in the audit of the annual accounts and consolidated accounts, including the most important assessed risks for material misstatement, and are therefore the key audit matters. We describe these matters in the auditor's report unless law or regulation precludes disclosure about the matter.

## Report on other legal and regulatory requirements

### The auditor's audit of the administration of the Board of Directors and the Managing Director and the proposed appropriations of the company's profit or loss

#### Opinions

In addition to our audit of the annual accounts and consolidated accounts, we have also audited the administration of the Board of Directors and the Managing Director of Pierce Group AB (publ) for the year 2025 and the proposed appropriations of the company's profit or loss.

We recommend to the general meeting of shareholders that the profit be appropriated in accordance with the proposal in the statutory administration report and that the members of the Board of Directors and the Managing Director be discharged from liability for the financial year.

#### Basis for Opinions

We conducted the audit in accordance with generally accepted auditing standards in Sweden. Our responsibilities under those standards are further described in the *Auditor's Responsibilities* section. We are independent of the parent company and the group in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinions.

#### Responsibilities of the Board of Directors and the Managing Director

The Board of Directors is responsible for the proposal for appropriations of the company's profit or loss. At the proposal of a dividend, this includes an assessment of whether the dividend is justifiable considering the requirements which the company's and the group's type of operations, size and risks place on the size of the parent company's and the group's equity, consolidation requirements, liquidity and position in general.

The Board of Directors is responsible for the company's organization and the administration of the company's affairs. This includes among other things continuous assessment of the company's and the group's financial situation and ensuring that the company's organization is designed so that the accounting, management of assets and the company's financial affairs otherwise are controlled in a reassuring manner. The Managing Director shall manage the ongoing administration according to the Board of Directors' guidelines and instructions and among other matters take measures that are necessary to fulfill the company's accounting in accordance with law and handle the management of assets in a reassuring manner.

#### Auditor's responsibility

Our objective concerning the audit of the administration, and thereby our opinion about discharge from liability, is to obtain audit evidence to assess with a reasonable degree of assurance whether any member of the Board of Directors or the Managing Director in any material respect:

- has undertaken any action or been guilty of any omission which can give rise to liability to the company, or
- in any other way has acted in contravention of the Companies Act, the Annual Accounts Act or the Articles of Association.

Our objective concerning the audit of the proposed appropriations of the company's profit or loss, and thereby our opinion about this, is to assess with reasonable degree of assurance whether the proposal is in accordance with the Companies Act.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with generally accepted auditing standards in Sweden will always detect actions or omissions that can give rise to liability to the company, or that the proposed appropriations of the company's profit or loss are not in accordance with the Companies Act.

As part of an audit in accordance with generally accepted auditing standards in Sweden, we exercise professional judgment and maintain professional skepticism throughout the audit. The examination of the administration and the proposed appropriations of the company's profit or loss is based primarily on the audit of the accounts. Additional audit procedures performed are based on our professional judgment with starting point in risk and materiality. This means that we focus the examination on such actions, areas and relationships that are material for the operations and where deviations and violations would have particular importance for the company's situation. We examine and test decisions undertaken, support for decisions, actions taken and other circumstances that are relevant to our opinion concerning discharge from liability. As a basis for our opinion on the Board of Directors' proposed appropriations of the company's profit or loss we examined whether the proposal is in accordance with the Companies Act.

## The auditor's examination of the Esef report

### Opinion

In addition to our audit of the annual accounts and consolidated accounts, we have also examined that the Board of Directors and the Managing Director have prepared the annual accounts and consolidated accounts in a format that enables uniform electronic reporting (the Esef report) pursuant to Chapter 16, Section 4(a) of the Swedish Securities Market Act (2007:528) for Pierce Group AB (publ) for the year 2025. Our examination and our opinion relate only to the statutory requirements.

In our opinion, the Esef report has been prepared in a format that, in all material respects, enables uniform electronic reporting.

### Basis for opinion

We have performed the examination in accordance with FAR's recommendation RevR 18 Examination of the Esef report. Our responsibility under this recommendation is described in more detail in the *Auditors' responsibility* section. We are independent of Pierce Group AB (publ) in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Responsibilities of the Board of Directors and the Managing Director

The Board of Directors and the Managing Director are responsible for the preparation of the Esef report in accordance with the Chapter 16, Section 4 a of the Swedish Securities Market Act (2007:528), and for such internal control that the Board of Directors and the Managing Director determine is necessary to prepare the Esef report without material misstatements, whether due to fraud or error.

### Auditor's responsibility

Our responsibility is to obtain reasonable assurance whether the Esef report is in all material respects prepared in a format that meets the requirements of Chapter 16, Section 4 a of the Swedish Securities Market Act (2007:528), based on the procedures performed. RevR 18 requires us to plan and execute procedures to achieve reasonable assurance that the Esef report is prepared in a format that meets these requirements. Reasonable assurance is a high level of assurance, but it is not a guarantee that an engagement carried out according to RevR 18 and generally accepted auditing standards in Sweden will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Esef report. The firm applies International Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

The examination involves obtaining evidence, through various procedures, that the Esef report has been prepared in a format that enables uniform electronic reporting of the annual accounts and consolidated accounts. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement in the report, whether due to fraud or error. In carrying out this risk assessment, and in order to design audit procedures that are appropriate in the circumstances, the auditor considers those elements of internal control that are relevant to the preparation of the Esef report by the Board of Directors and the Managing Director, but not for the purpose of expressing an opinion on the effectiveness of those internal controls. The examination also includes an evaluation of the appropriateness and reasonableness of assumptions made by the Board of Directors and the Managing Director.

The procedures mainly include a validation that the Esef report has been prepared in a valid XHTML format and a reconciliation of the Esef report with the audited annual accounts and consolidated accounts. Furthermore, the procedures also include an assessment of whether the consolidated statement of financial performance, financial position, changes in equity, cash flow and disclosures in the Esef report have been marked with iXBRL in accordance with what follows from the Esef regulation.

Grant Thornton Sweden AB, Grant Thornton Sweden AB, Box 7623,  
103 94 Stockholm, was appointed auditor of Pierce Group AB (publ)

Stockholm March 20, 2026  
Grant Thornton Sweden AB

Mia Rutenius  
Authorised Public Accountant, Auditor in charge

by the general meeting of the shareholders on 20 May 2025 and has  
been the company's auditor since 17 May 2024.

Ida Sparrfeldt  
Authorised Public Accountant

# Additional information



## Alternative Performance Measures

### Financial measures not defined in accordance with IFRS

Pierce applies financial measurements in its interim reports which are not defined in accordance with IFRS. The Company believes that these measurements provide valuable supplementary information to investors and the Company's management. As not all companies calculate Alternative Performance Measures in the same manner, these measures are not always comparable with measures used by other companies. These financial measurements should, therefore, not be seen to comprise a replacement for measures defined according to IFRS.

As part of our ongoing efforts to enhance transparency and provide more meaningful insight into the performance of the Company, we have reviewed and updated the set of Alternative Performance Measures presented alongside our IFRS financial statements. In line with regulatory guidance and best practices, we aim to present APMs that are relevant, consistent, and tailored to our stakeholders' needs, particularly in the context of our industry.

Several previously disclosed measures have been discontinued, as we concluded they provided limited incremental insight into the Company's performance or were no longer relevant, given changes in our operating model and strategic focus.

### Definitions

The Annual Report contains financial performance measures in accordance with the applied framework for financial reporting, which is based on IFRS. In addition, there are other performance measures and indicators which are used as a supplement to the financial information. These performance measures are applied to provide the Group's stakeholders with financial information for the purpose of analysing the Group's operations and goals. The various performance measures applied which are not defined according to IFRS are described below.

### Financial Performance Measures – Group

Performance measure	Definition	Purpose
Adjusted EBIT	EBIT excluding items affecting comparability.	This measure is used to measure the profit generated by the ongoing operations, including amortisation, depreciation, and impairment, but excluding items affecting comparability.
Adjusted EBIT (%)	Adjusted EBIT in relation to net revenue.	The performance measure is used to monitor the Company's profitability generated by the operating activities, including depreciation and amortisation, but excluding items affecting comparability.
Adjusted EBITDA	EBITDA, excluding items affecting comparability.	This measure is used to measure the profit from the ongoing operations, excluding items affecting comparability, amortisation, depreciation and impairment.
Adjusted EBITDA (%)	Adjusted EBITDA in relation to net revenue.	The performance measure is used to assess the profitability generated by the ongoing operations, excluding items affecting comparability, amortisation, depreciation and impairment.
Adjusted EBITDA excluding IFRS 16	EBIT excluding depreciation, amortisation and items affecting comparability, less rental costs for leasing agreements reported in the statement of financial position. Rental costs essentially correspond to depreciation on right-of-use assets and interest expenses on leasing liabilities.	The measure aims to measure the profit generated by the ongoing operations, including expenses for office rent but excluding items affecting comparability, amortisation, depreciation and impairment.
Amortisation related to business acquisitions	Amortisation less amortisation excluding business acquisitions.	The purpose is to measure the performance measure's impact on EBIT.
EBITDA	EBIT, excluding amortisation, depreciation, and impairment.	The measure is used to measure the profit generated by ongoing operations before amortisation, depreciation and impairment.
Free cash flow	Cash flow from operating activities plus cash flow from investing activities.	This measure is used to measure the cash available for debt repayment, shareholder distributions and strategic investments.
Gross margin (%)	Gross profit in relation to net revenue.	This measure is used to measure profitability after deduction of cost of goods sold.
Growth (%)	Net revenue for the period compared with net revenue during the corresponding period last year.	This performance measure makes it possible to analyse the Group's growth in net revenue.

Performance measure	Definition	Purpose
Growth in local currencies (%)	Change in net revenue, adjusted for exchange rate changes and business acquisitions, in comparison with the corresponding period last year.	This measure enables follow-up of the development of net revenue excluding exchange rate effects and business acquisitions.
Growth per geographical area (%)	Net revenue for the period for a geographical area compared to net revenue for the same geographical area during the corresponding period last year.	This measure makes it possible to analyse net revenue growth for the Group specified according to geographical area.
Items affecting comparability	<p>Items affecting comparability refers to material transactions lacking a clear connection to the ordinary operations, and which are not expected to occur regularly.</p> <p>These transactions include, for instance, advisory and integration costs in conjunction with business acquisitions, advisory and directly attributable costs in conjunction with essential restructuring or efficiency programs/projects, significant impairments or non-recurring value adjustments of assets, and share-based payments costs including related taxes (recognised under IFRS 2 and settled via issuing of shares).</p>	This measure is excluded in calculating adjusted measures which are used to monitor the Company's underlying earnings trend over time.
Net debt/EBITDA	Net debt excluding IFRS 16 in relation to adjusted EBITDA excluding IFRS, during the last twelve months.	This measure is used to measure the debt/ equity ratio and to follow up on Pierce's financial targets on capital structure.
Net debt excluding IFRS 16	<p>Liabilities to credit institutions, decreased by cash and cash equivalents at the end of the period.</p> <p>Pierce's assessment of the Groups' actual net debt corresponds to liabilities to credit institutions, and that is why leasing liabilities are excluded.</p>	This measure is used to monitor the indebtedness, financial flexibility, and capital structure.
Net working capital	Inventory and other operating assets less other operating liabilities.	This measure is used to analyse the Company's short-term tied up capital.
Net working capital (%)	Net working capital in relation to net revenue.	This measure is a measure of how efficiently working capital is managed.
Overhead costs	<p>Operating costs, excluding variable sales and distribution costs, amortisation, depreciation, impairment and items affecting comparability.</p> <p>Operating costs refer to sales and distribution costs, administration costs, and other operating revenue and costs.</p>	These costs are largely fixed and semi-fixed. The measure is used to calculate the scalability of this part of the cost mass, see overhead costs (%) below for more information.
Overhead costs (%)	Overhead costs in relation to net revenue.	This measure shows the scalability of the Company's semi-fixed and fixed cost structure.
Profit after variable costs	Gross profit less variable sales and distribution costs.	The measure is used to measure contribution after all variable costs.
Profit after variable costs (%)	Profit after variable costs in relation to net revenue.	This measure is used to illustrate profitability after deduction of all variable costs.
Variable sales and distribution costs	<p>Sales and distribution costs less non-variable sales and distribution costs.</p> <p>Variable sales and distribution costs refer to direct marketing costs and other direct costs. Other direct costs essentially include costs for shipping to end customer, invoicing and packaging.</p>	This measure is monitored in order to calculate results after variable costs.

### Operating performance measures – Group

Performance measure	Definition	Purpose
Active customers during the last 12 months	<p>Number of customers making purchases on at least one occasion during the last 12 months in one of the online stores.</p> <p>One customer can be counted several times if they make purchases in different stores or use different personal identifiers.</p>	This measure illustrates the number of individual customers choosing to order goods on several occasions, which shows the Company's capability to attract customers.
Average order value (AOV)	Net revenue for the period divided by number of orders.	This measure is used as an indicator of revenue generation per customer.
Net revenue from private brands	Net revenue for the period less net revenue for the period from external brands and net revenue not attributable to brands such as revenue from freight and accrued income.	Interesting to follow over time as these products are unique and can often be sold at attractive prices and at a relatively high gross margin.
Number of orders	Number of orders handled during the period.	This measure is used to measure customer activity generating sales.

## Reconciliation of Alternative Performance Measures from Statement of profit/loss

	2025	2024
EBIT	28	18
Reversal of depreciation and amortisation	52	66
Reversal of share-based payments	3	1
Reversal of items affecting comparability	14	7
Reversal of items affecting comparability below EBITDA	—	—
Rental costs regarding leasing agreements reported in the Statement of Financial Position	-33	-30
<b>Adjusted EBITDA excluding IFRS 16</b>	<b>62</b>	<b>60</b>
	2025	2024
EBIT	28	18
Reversal of items affecting comparability	17	7
<b>EBIT (A)</b>	<b>45</b>	<b>25</b>
Net revenue (B)	1,816	1,628
<b>Adjusted EBIT (%) (A) / (B)</b>	<b>2.5%</b>	<b>1.5%</b>
IPO costs	—	—
Restructuring expenses	0	0
Share-based payments	-2	-1
Share-based payments (social costs)	-1	0
Other	-14	-5
<b>Items affecting comparability</b>	<b>-17</b>	<b>-7</b>
Sales and distribution costs	-538	-515
Reversal of non-variable sales and distribution	144	151
<b>Variable sales and distribution costs</b>	<b>-394</b>	<b>-363</b>
Sales and distribution costs	-538	-515
Administration costs	-208	-196
Other operating income	3	5
Other operating expenses	-1	—
<b>Operating costs</b>	<b>-744</b>	<b>-706</b>
Reversal of:		
Variable sales and distribution costs	394	363
Depreciation and amortisation	52	66
Items affecting comparability	17	7
Items affecting comparability below EBITDA	—	—
<b>Overhead costs (A)</b>	<b>-281</b>	<b>-270</b>
Depreciation and amortisation (B)	-52	-66
<b>Overhead costs, depreciation and amortisation (C)</b>	<b>-333</b>	<b>-336</b>
Net revenue (D)	1,816	1,628
<b>Overhead costs (%) -(A) / (D)</b>	<b>15.5%</b>	<b>16.6%</b>
<b>Depreciation and amortisation (%) -(B) / (D)</b>	<b>2.8%</b>	<b>4.0%</b>
<b>Overhead costs, depreciation and amortisation (%) -(C) / (D)</b>	<b>18.3%</b>	<b>20.6%</b>
Amortisation	-16	-31
Reversal of amortisation excluding business acquisitions	9	24
<b>Amortisation related to business acquisitions</b>	<b>-6</b>	<b>-7</b>

## Reconciliation of Alternative Performance Measures concerning growth – Group

	2025	2024
Net revenue current year (A)	1,816	1,628
Net revenue previous year (B)	1,628	1,537
<b>Growth (%) (A) / (B) - I</b>	<b>12%</b>	<b>6%</b>
Net revenue current year in local currencies (A)	1,860	1,628
Net revenue previous year (B)	1,628	1,537
<b>Growth in local currencies (%) (A) / (B) - I</b>	<b>14%</b>	<b>6%</b>
Net revenue Nordics (A)	571	517
Net revenue Nordics previous year (B)	517	508
<b>Growth Nordics (%) (A) / (B) - I</b>	<b>10%</b>	<b>2%</b>
Net revenue Outside Nordics (A)	1,244	1,111
Net revenue Outside Nordics previous year (B)	1,111	1,029
<b>Growth Outside Nordics (%) (A) / (B) - I</b>	<b>12%</b>	<b>8%</b>

**Reconciliation of Alternative Performance Measures from  
the Statement of financial position**

	2025	2024
<b>Inventory</b>	<b>451</b>	<b>419</b>
Trade receivables	10	11
Other receivables	5	7
Prepaid expenses and accrued income	5	6
Reversal of:		
Currency derivatives		
<b>Other current operating assets</b>	<b>21</b>	<b>24</b>
Trade payables	-145	-111
Other current liabilities	-62	-72
Contractual liabilities	-22	-22
Accrued expenses and prepaid income	-79	-139
Reversal of:		
Currency derivatives	0	—
<b>Other current operating liabilities</b>	<b>-308</b>	<b>-344</b>
<b>Net working capital</b>	<b>163</b>	<b>99</b>
Net revenue (A)	1,816	1,628
Net working capital (B)	163	99
<b>Net working capital (%) (B) / (A)</b>	<b>9.0%</b>	<b>6.1%</b>
Cash and cash equivalents	-235	-297
<b>Net debt excluding IFRS 16<sup>1</sup></b>	<b>-235</b>	<b>-297</b>
Net debt (+) / Net cash (-) <sup>1</sup>	-235	-297
Adjusted EBITDA excluding IFRS 16 (B)	62	60
<b>Net debt/EBITDA (A) / (B)</b>	<b>-3.8</b>	<b>-5.0</b>

<sup>1</sup> Net debt refers to the alternative performance measure net debt excluding IFRS 16.

2025

## Upcoming financial events

### 8 May 2026

Interim report January – March 2026

### 12 May 2026

Annual General Meeting

### 21 August 2026

Interim report January – June 2026

### 13 November 2026

Interim report January – September 2026

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