

Boozt

Press Release

MALMÖ, SWEDEN, APRIL 26, 2023

BULLETIN FROM THE ANNUAL GENERAL MEETING IN BOOZT AB ON 26 APRIL 2023

Today, on 26 April 2023, the Annual General Meeting was held in Boozt AB. A summary of the resolutions adopted follows below. All resolutions were adopted with the required majority of votes.

Resolution on adoption of accounts and allocation of the company's result

The Annual General Meeting resolved to adopt the income statement and balance sheet as well as the consolidated income statement and the consolidated balance sheet. The Annual General Meeting also resolved to distribute the company's result in accordance with the proposal from the Board of Directors meaning that no dividends are paid to the shareholders and that the available funds of SEK 1,870,623,977 are carried forward.

Discharge of the members of the Board of Directors and the CEO from liability

The Annual General Meeting resolved to discharge the members of the Board of Directors and the CEO from liability for the financial year 2022.

Election of the Board of Directors and auditors as well as remuneration for the members of the Board of Directors and auditors

The Annual General Meeting resolved in accordance with the proposal from the Nomination Committee to re-elect Henrik Theilbjørn, Jón Björnsson, Cecilia Lannebo, Julie Wiese, Aileen O'Toole and Benjamin Büscher as ordinary board members. Henrik Theilbjørn was re-elected as Chairman of the Board of Directors. The board member Luca Martines had declined re-election.

Furthermore, the Annual General Meeting resolved that remuneration to the Board of Directors shall be paid with SEK 1,125,000 to the Chairman of the Board of Directors and with SEK 450,000 to each of the other board members who are not employed by the company. Remuneration for committee work shall be paid with SEK 250,000 to the Chairman of the Audit Committee, SEK 175,000 to each of the other members in the Audit Committee, SEK 150,000 to the Chairman of the Remuneration Committee and SEK 100,000 to each of the other members in the Remuneration Committee.

The Annual General Meeting also resolved to re-elect Deloitte AB as auditor and that the remuneration to the auditor shall be paid in accordance with customary norms and approved invoice. Deloitte AB has informed that Didrik Roos will continue to be appointed as the responsible auditor.

Resolution on instruction for the Nomination Committee

The Annual General Meeting resolved in accordance with the proposal from the Nomination Committee that a Nomination Committee shall be appointed before the coming election and remuneration. The Nomination Committee for the Annual General Meeting 2024 shall be composed of representatives of the three largest shareholders listed in the share registry held by Euroclear Sweden as per the end of August 2023, together with the Chairman of the Board of Directors. Furthermore, an instruction for the Nomination Committee was adopted.

Resolution on approval of the remuneration report

The Annual General Meeting resolved to approve the Board of Directors' remuneration report for the financial year 2022.

Resolution on authorization for the Board of Directors regarding new share issues of ordinary shares

The Annual General Meeting resolved in accordance with the proposal from the Board of Directors to authorize the Board of Directors to, at one or several occasions, during the time up until the next Annual General Meeting, with or without deviation from the shareholders' preferential rights, resolve to issue ordinary shares. A new issue should be able to be made with or without provisions regarding contribution in kind, set-off or other conditions. The total number of ordinary shares issuable pursuant to the authorization shall not exceed 10 per cent of the total number of existing shares in the company at the time of the Annual General Meeting. In case the Board of Directors, prior to exercising this authorization to issue ordinary shares, also has exercised the authorization to transfer own ordinary shares in accordance with the authorization regarding transfer of ordinary shares, the number of ordinary shares that may be issued under this authorization shall however be reduced with the corresponding number of ordinary shares that have been transferred under the transfer authorization. In case the authorization is used for a new issue with deviation from the shareholders' preferential rights, the subscription price shall be on market terms (subject to customary new issue discount, as applicable). The purpose of the authorization is to be able to carry out and finance acquisitions of companies and assets and to give the Board of Directors increased scope of action and the opportunity to adapt and improve the company's capital structure.

Resolution on authorization for the Board of Directors regarding repurchase and transfer of own ordinary shares

The Annual General Meeting resolved in accordance with the proposal from the Board of Directors to authorize the Board of Directors to, at one or several occasions, during the time up until the next Annual General Meeting, resolve on repurchase of own ordinary shares of a maximum amount so that the company's shareholding does not exceed 10 per cent of the total number of shares in the company at any given time. Share repurchase shall be made on Nasdaq Stockholm and/or Nasdaq Copenhagen in accordance with the rules regarding repurchase of own shares at the respective exchange at a price per share within the registered price interval at any given time, meaning the interval between the highest purchase price and the lowest selling price. Payment for the shares shall be made in cash.

Furthermore, the Board of Directors is authorized to, at one or several occasions, during the time up until the next Annual General Meeting, resolve on transfer of own ordinary shares. Transfers may be made on Nasdaq Stockholm and/or Nasdaq Copenhagen in accordance with the rules regarding transfer of own shares at the respective exchange at a price per share within the registered price interval at any given time, meaning the interval between the highest purchase price and the lowest selling price. Transfers may also be made in other ways, with or without deviation from the shareholders' preferential rights, against cash payment or payment by set-off or contribution in kind, or other conditions. For transfers outside of Nasdaq Stockholm or Nasdaq Copenhagen, the price shall be set so that the transfer is made at market terms. The maximum number of own ordinary shares that may be transferred shall not exceed 10 per cent of the total number of existing shares in the company at the time of the Annual General Meeting. In case the Board of Directors, prior to exercising this authorization to transfer own ordinary shares, also has exercised the authorization to issue ordinary shares in accordance with the authorization regarding new share issues of ordinary shares, the number of ordinary shares that may be transferred under this authorization shall however be reduced with the corresponding number of ordinary shares that have been issued under the new share issue authorization.

The purpose of the authorization to acquire own ordinary shares is partly to enable the company to adapt its capital structure to its capital needs over time, and thereby contribute to an increased shareholder value, partly to enable the company to finance acquisitions with own ordinary shares. The purpose of the authorization to transfer own ordinary shares is to enable the company to carry out and finance acquisitions of companies and assets as well as to give the Board of Directors an increased scope of action and the opportunity to adapt and improve the company's capital structure.

Resolution on implementation of a long-term incentive program by way of (A) implementation of a performance-based share program; (B) authorization on directed issues of series C shares; (C) authorization on repurchase of series C shares; and (D) resolution on transfer of own ordinary shares

The Annual General Meeting 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 CEO, Group Management and key employees ("**LTI 2023**"). LTI 2023 means that approximately 90 participants will be offered the possibility to participate in a performance-based share program. Provided that certain performance targets are met or exceeded, participants in LTI 2023 shall be given the opportunity to receive ordinary shares in the company free-of-charge ("**Performance Shares**"). The maximum number of Performance Shares that may be issued under LTI 2023 amounts to 1,000,000, which corresponds to a dilution of approximately 1.50 per cent of the company's ordinary shares, calculated on the number of ordinary shares that will be added upon full issuance of Performance Shares in connection with LTI 2023.

In order to secure the company's delivery of Performance Shares to the participants under LTI 2023, the Annual General Meeting also resolved to (i) authorize the Board of Directors to resolve on directed issues of series C shares, whereby the new shares, with deviation from the shareholders' preferential rights, only may be subscribed for by a bank or a securities company at a subscription price which corresponds to the quota value of the shares; (ii) authorize the Board of Directors to resolve to repurchase own series C shares; and (iii) approve transfer of own ordinary shares to the participants under LTI 2023.

Malmö on 26 April 2023

Boozt AB (publ)

For additional information, please contact:

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