

Boozt

The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

THE PROPOSAL OF THE BOARD OF DIRECTORS ON GUIDELINES FOR REMUNERATION FOR CEO AND GROUP MANAGEMENT

The guidelines for remuneration for CEO and Group Management of Boozt AB (the “**Company**”), is designed to attract, motivate and retain exceptional employees in a competitive and international market. The guidelines reflect the Company’s objectives for good corporate governance as well as sustained long-term value creation for shareholders. The guidelines for remuneration apply to the Company’s CEO and other members of the Group Management (jointly the “**Group Management**”).

GROUP MANAGEMENT REMUNERATION

The remuneration of Boozt’s Group Management is proposed by the Remuneration Committee and subsequently approved by the Board of Directors. The total remuneration shall be based on market terms, be competitive and well balanced as well as contribute to good ethics and company culture. The fixed salary shall be based on the Group Management’s competence and area of responsibility, be individual and shall normally be reviewed every year.

Total remuneration shall be comprised as follows:

- A fixed base salary, set at a level aimed at attracting and retaining executives with professional and personal competences required to drive the Company’s performance.
- Short-term incentives, based on the achievement of a number of individual, pre-defined financial and strategic business targets approved by the Board of Directors. Short-term incentives cannot exceed 50% of the fixed base salary, and are partly related to financial targets and partly to non-financial, strategic business targets. The Company’s commitments in reference to variable remuneration for Group Management are for 2018 calculated to amount to – if all targets are met in full – at the highest approximately SEK 10.8 million (including social security contributions).
- Long-term incentives in the form of stock options, promoting a balance between short-term achievements and long-term thinking. The Company’s stock option program is further specified below.
- Pension contributions, if any, are made in accordance with applicable laws and employment agreements.
- Severance payments in accordance with termination clauses in employment agreements. Severance payments shall comply with local legal framework. No person will be eligible for severance pay in case of termination for wilful misconduct or gross negligence.

The Company has, at the time of the Annual General Meeting on 27 April 2018, no outstanding remuneration commitments to Group Management except for running commitments towards the Group Management.

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LONG TERM INCENTIVE PROGRAM

The Company's long term incentive programs shall have the objective of aligning interests of the Group Management and selected key employees with the long-term goals of the Company and its shareholders. The vesting period for long term incentive programs shall be at least three years. Long term incentive programs shall always be based on shares or share linked instruments. Long term incentive programs shall ensure a long-term commitment to the development of the Company. Any share based long term incentive programs will be subject to shareholder approval before being launched.

DEVIATIONS FROM THE GUIDELINES

The Board of Directors shall be entitled to deviate from these guidelines in individual cases if there are special reasons for doing so.

Malmö in March 2018

Boozt AB (publ)

The Board of Directors