

# 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 NOMINATION COMMITTEE'S PROPOSAL AND REASONED STATEMENT REGARDING ITS PROPOSAL FOR BOARD MEMBERS INCLUDING A REPORT ON THE NOMINATION COMMITTEE'S WORK**

### **Background**

According to the instruction and charter adopted by the Annual General Meeting in Boozt AB (the "**Company**") on 26 April 2023, the Nomination Committee shall consist of representatives of the three, per 31 August 2023, by votes, largest shareholders according to the shareholders' register held by Euroclear Sweden AB, and the Chairman of the Board of Directors.

For the Annual General Meeting 2024, a Nomination Committee has been formed in accordance with the adopted instruction and charter and consists of:

- Anders Lund, Chairman of the Nomination Committee (appointed by BLS Capital Fondsmæglerselskab A/S);
- Joakim Gjersøe (appointed by Ferd AS);
- Claus Wiinblad (appointed by Arbejdsmarkedets Tillægspension (ATP)); and
- Henrik Theilbjørn, Chairman of the Board of Directors.

The Nomination Committee has applied the instruction and charter for the Nomination Committee, which was adopted by the Annual General Meeting on 26 April 2023.

The Company's shareholders have been informed that it has been possible to submit proposals for members of the Board of Directors.

### **The Nomination Committee's proposal for the composition of the Board of Directors**

The Nomination Committee proposes:

- that the Board of Directors shall consist of six ordinary board members;
- that Henrik Theilbjørn, Jón Björnsson, Cecilia Lannebo, Julie Wiese, Aileen O'Toole and Benjamin Büscher are re-elected as ordinary board members; and
- that Henrik Theilbjørn is re-elected as Chairman of the Board of Directors.

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## The Nomination Committee 's reasoned statement

Ahead of the Annual General Meeting 2024, the Nomination Committee has held three formal meetings and has had continuous contacts in between.

As basis for its proposal to the Annual General Meeting 2024, the Nomination Committee has evaluated whether the proposed Board of Directors, with regard to its collective competence, experience and background is appropriately composed, and whether the proposed composition meets the requirements on the Board of Directors with regard to the Company's operations, stage of development, current situation, future alignment and other circumstances. The Nomination Committee has noted the evaluation of the Board of Directors, has held interviews with individual board members to receive their views on the board's work and competencies, and has considered what competence and qualities the board members should have in order to fulfil the Company's needs.

The Nomination Committee makes the assessment that the Board of Directors has worked well during the period and that the board members who are available for re-election together possess the competence and the qualifications required to lead the Company's continued development.

The Nomination Committee has assessed that the proposed composition of six board members meet well with the Company's needs and otherwise the requirements of the Swedish Corporate Governance Code (Sw. Svensk kod för bolagsstyrning).

In light of the foregoing, the Nomination Committee has concluded that the proposed Board of Directors composed of six board members meets the requirements well with regard to the Company's operations, stage of development, current situation, future alignment and other circumstances as well as the requirements of breadth in terms of qualifications, experience and background of the board members elected by the Annual General Meeting.

The Nomination Committee has also discussed the requirement for diversity as set forth in the Swedish Corporate Governance Code. The Nomination Committee has applied Rule 4.1 of the Swedish Corporate Governance Code as diversity policy, which states that the composition of the Board of Directors shall be characterized by diversity and breadth with respect to qualifications, experience and background of the board members. An equal gender balance shall also be strived for in the Board of Directors. The Nomination Committee can conclude that the proposed composition of the Board of Directors consists of three women and three men. The gender diversity is thus 50 % / 50 %, which, in the Nomination Committee's opinion, is in accordance with the requirement for an even gender distribution according to the levels stated by the Swedish Corporate Governance Board (Sw. Kollegiet för svensk bolagsstyrning).

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The Nomination Committee has finally also, in accordance with the requirements set forth in the Swedish Corporate Governance Code, discussed the independence of the members of the Board of Directors. According to the Nomination Committee, all proposed board members are considered to be independent in relation to the Company and its senior management and all proposed board members except Julie Wiese are also considered to be independent in relation to major shareholders. Accordingly, the proposal on the composition of the Board of Directors fulfils the requirements set forth in the Swedish Corporate Governance Code regarding the board members' independence.

Information on the board members proposed for re-election can be found at the Company's website ([www.booztgroup.com](http://www.booztgroup.com)) and in the Annual Report.

## **The Nomination Committee 's other proposals for the Annual General Meeting 2024**

The Nomination Committee proposes that lawyer Ola Grahn is elected as Chairman of the Annual General Meeting 2024.

The Nomination Committee proposes that board remuneration shall be paid with SEK 1,125,000 to the Chairman of the Board of Directors (unchanged since previous year) and with SEK 450,000 to each of the other board members who are not employed by the Company (unchanged since previous year). Furthermore, remuneration is proposed to be paid for committee work with SEK 250,000 to the Chairman of the Audit Committee (unchanged since previous year), SEK 175,000 to each of the other members in the Audit Committee (unchanged since previous year), SEK 150,000 to the Chairman of the Remuneration Committee (unchanged since previous year) and SEK 100,000 to each of the other members in the Remuneration Committee (unchanged since previous year).

The Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that one registered public accounting firm without deputy is appointed, and that Deloitte AB is re-elected as auditor. Deloitte AB has informed that Didrik Roos will continue to be appointed as the responsible auditor. Remuneration to the auditor is, in accordance with the recommendation from the Audit Committee, proposed to be paid in accordance with customary norms and approved invoice.

The Nomination Committee also proposes that the next year's instruction for the Nomination Committee shall be adopted in accordance with **Schedule 1**.

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Malmö in March 2024

The Nomination Committee in Boozt AB (publ)

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## SCHEDULE 1

### INSTRUCTION FOR THE NOMINATION COMMITTEE

The Nomination Committee proposes that the following instruction for the Nomination Committee is adopted.

#### 1 Appointment of Nomination Committee

- 1.1 The Nomination Committee shall consist of four members, representing the three largest shareholders as per the end of August, together with the Chairman of the Board of Directors. The "three largest shareholders" refer to the ownership grouped registered or in any other way known shareholders registered in the share registry held by Euroclear Sweden as per the end of August 2024.
- 1.2 The Chairman of the Board of Directors shall as soon as possible when the information regarding the three largest shareholders as per the end of August is known, contact the three largest shareholders to find out whether they wish to appoint a representative to the Nomination Committee. In case one of the three largest shareholders refrain from appointing a representative, or such representative resigns prior to completion of the assignment and without the shareholder who has appointed the representative appointing a new member, the Chairman of the Board of Directors shall encourage the next owner in size (i.e., in the first place the fourth largest shareholder) to appoint a representative. The procedure shall go on until the Nomination Committee is composed of four members including the Chairman of the Board of Directors.
- 1.3 The member who represents the largest shareholder shall be appointed Chairman of the Nomination Committee unless the Nomination Committee unanimously choose someone else. The Chairman of the Board of Directors or another member of the Board of Directors should not be appointed as Chairman of the Nomination Committee.
- 1.4 The members of the Nomination Committee shall be announced no later than six months before the Annual General Meeting. If earlier than three months prior to the Annual General Meeting, one or more of the shareholders having appointed representatives to the Nomination Committee no longer are among the three largest shareholders, representatives appointed by these shareholders shall resign and the shareholders who then are among the three largest shareholders may appoint their representatives. Should a member resign from the Nomination Committee before its work is completed and the Nomination Committee considers it necessary to replace him or her, such substitute member is to represent the same shareholder, or, if the shareholder is no longer one of the largest shareholders, the largest shareholder in turn. Shareholders who have appointed a representative to be a member of the Nomination Committee shall have the right to dismiss such member and appoint a new

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representative of the Nomination Committee. Changes to the composition of the Nomination Committee must be announced immediately.

- 1.5 The Nomination Committee's term shall run until such time as a new Nomination Committee has been elected.
- 1.6 No remuneration shall be paid to the members of the Nomination Committee.

## 2 Duties of the Nomination Committee

- 2.1 The Nomination Committee shall prepare and propose the following to the coming Annual General Meeting:
- (a) election of Chairman at the general meeting;
  - (b) election of Chairman of the Board of Directors and other members of the Board of Directors;
  - (c) remuneration to the Board of Directors, divided between the Chairman and other members, and remuneration for committee work;
  - (d) election of auditor and remuneration to the auditor; and
  - (e) principles for appointment of the Nomination Committee.
- 2.2 On request by the Nomination Committee, the company shall provide the Nomination Committee with human resources such as a secretary function in order to facilitate the Nomination Committee's work. The Nomination Committee shall also have the right to, as far as necessary in connection with the future election of a board member, obtain material from external consultants on knowledge, experience and profile in reference to suitable candidates, and with the right for the Nomination Committee to charge the company with reasonable costs for the production of such material.

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Malmö in March 2024

The Nomination Committee in Boozt AB (publ)

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