

# 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.*

## **STATEMENT OF THE BOARD OF DIRECTORS PURSUANT TO CHAPTER 19, SECTION 22 OF THE SWEDISH COMPANIES ACT (2005:551)**

As the Board of Directors of Boozt AB (the “**Company**” or “**Boozt**”) proposes that the Annual General Meeting on 26 April 2023 resolves to authorize the Board of Directors to resolve on repurchases of own ordinary shares and series C shares, the Board of Directors of Boozt hereby gives the following statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act (Sw. aktiebolagslagen).

The nature and the scope of the Company's business are set forth in the Company's articles of association and the annual report for the financial year 2022. The annual report sets forth the Company's and the group's financial position as of 31 December 2022. It also sets forth the principles applied with respect to the valuation of the Company's and the group's assets, reservations and liabilities. As set out in the annual report, financial instruments have been valued at their actual value in accordance with Chapter 4, Section 14 a of the Swedish Annual Accounts Act (1995:1554). Since the booked value corresponds with the actual value, the equity has not been impacted by the applied valuation method.

According to the annual report for the financial year 2022, the Company's unrestricted equity (available profit and unrestricted reserves) amounts to approximately SEK 1,861 million. As per the balance sheet date, 31 December 2022, the Company's restricted equity amounted to approximately SEK 6 million. The Board of Directors has made the assessment that the Company's restricted equity will be intact if the proposed repurchase authorizations are exercised in full.

The Board of Directors is of the opinion that acquisition of own shares pursuant to the proposed repurchase authorizations will not affect the Company's and the group's ability to meet their short or long-term payment obligations. Nor is the exercise of the proposed repurchase authorizations expected to negatively affect the Company's and the group's ability to make commercially justifiable investments. The Board of Directors is also of the opinion that the Company's and the group's equity, after exercise of the proposed repurchase authorizations, will be sufficient seen in relation to the nature, scope and risks of the business operations of the Company and the group.

In view of the above and considering such other circumstances which have come to the Board of Directors' attention, the Board of Directors is of the opinion, based on an overall assessment of the Company's and the group's financial position, that the proposed repurchase authorizations are justifiable with respect to the requirements imposed by the nature, scope and risks of the operations in relation to the size of the Company's and the group's equity, as well as consolidation needs, liquidity and general position of the Company and the group.

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The Board of Directors therefore considers that the proposed repurchase authorizations are justified with respect to the requirements set out in Chapter 17, Section 3, paragraph 2 and 3 of the Swedish Companies Act.

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Malmö on 23 March 2023

Boozt AB (publ)

The Board of Directors

Henrik Theilbjørn

Aileen O'Toole

Benjamin Büscher

Cecilia Lannebo

Jón Björnsson

Julie Wiese

Luca Martines

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