

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.

Minutes from the Annual General Meeting held in Boozt AB, Reg. No. 556793-5183, on 27 April 2022.

0. Opening of the meeting

Lawyer Ola Grahn opened the meeting on behalf of the Board of Directors.

1. Election of Chairman of the meeting

Lawyer Ola Grahn was elected as Chairman of the meeting in accordance with the proposal of the Nomination Committee. The Chairman of the meeting should keep the minutes.

It was noted that the meeting was held in accordance with Sections 20 and 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations, meaning that the shareholders have exercised their voting rights at the meeting only by advance voting, so called postal voting.

The notice to attend the meeting as well as the form used for advance voting are attached as **Schedule 1** and **Schedule 2**, respectively.

A presentation of the results of the advance votes on each item of the agenda covered by the advance votes follows from **Schedule 3**, which sets out the information specified in Section 26 in the above-mentioned Act (2022:121). It was specifically noted that no shareholder had notified the company of the wish to postpone a resolution under one or more items on the agenda to a so called continued general meeting.

2. Preparation and approval of the voting list

The list presented in **Schedule 4**, prepared by Computershare AB on behalf of the company, based on the share register of the meeting and received advance votes, was approved as the voting list at the meeting.

3. Approval of the agenda

It was resolved to approve the agenda in accordance with the proposal from the Board of Directors as set out in the notice to attend the meeting.

4. Election of one or two persons who shall approve the minutes of the meeting

It was resolved that one person should approve the minutes of the meeting. Caroline Sjösten, representing Swedbank Robur Fonder AB, was elected as such person to approve the minutes of the meeting. It was noted that the assignment to approve the minutes also includes controlling the voting list and that received advance votes are correctly reproduced in the minutes.

5. Determination of whether the meeting was duly convened

It was noted that the notice to attend the meeting, in accordance with the Articles of Association and the provisions of the Swedish Companies Act (*Sw. aktiebolagslagen* (2005:551)), had been inserted in the Swedish Official Gazette (*Sw. Post- och Inrikes Tidningar*) on 30 March 2022, that the notice to attend the meeting has been available at the company's website since 24 March 2022, and that the advert regarding the notice to attend the meeting had been inserted in *Svenska Dagbladet* on 30 March 2022.

The meeting was declared to be duly convened.

6. Submission of the annual report and the audit report and the consolidated annual report and consolidated audit report as well as the statement by the auditor on the compliance of the applicable guidelines for remuneration to senior executives

It was noted that the annual report and the audit report and the consolidated annual report and consolidated audit report for the financial year 2021, as well as the statement by the auditor pursuant to Chapter 8, Section 54 of the Swedish Companies Act on the compliance of the applicable guidelines for remuneration to senior executives were presented by being kept available at the company's office and at the company's website, and had been sent to shareholders upon request.

It was furthermore noted that the shareholders have been given the opportunity to request information from the company in writing, and that no such request have been received by the company.

7. Resolutions regarding:

a. adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet

It was resolved to adopt the income statement and the balance sheet, as well as the consolidated income statement and the consolidated balance sheet for the financial year 2021, as stated in the above presented annual report and consolidated annual report.

b. allocation of the company's profit in accordance with the adopted balance sheet

It was resolved in accordance with the proposal from the Board of Directors in the annual report that no dividends are paid to the shareholders and that the available funds of SEK 1,849,864,954 are carried forward.

c. discharge of the members of the Board of Directors and the CEO from liability

It was resolved that the members of the Board of Directors and the CEO should be discharged from liability for the financial year 2021.

It was noted that the members of the Board of Directors and the CEO did not participate in the resolution regarding discharge from liability.

8. Determination of

a. the number of members and deputy members of the Board of Directors

It was noted that the Nomination Committee's reasoned statement as well as its proposals for resolutions were presented by being kept available at the company's office and at the company's website, and had been sent to shareholders upon request.

It was thereafter resolved in accordance with the proposal from the Nomination Committee that the Board of Directors shall be composed of seven ordinary board members until the end of the next Annual General Meeting.

b. the number of auditors and deputy auditors

It was resolved in accordance with the proposal from the Nomination Committee that one registered accounting firm without deputy shall be appointed as auditor until the end of the next Annual General Meeting.

9. Determination of

a. remuneration for the members of the Board of Directors

It was resolved in accordance with the proposal from the Nomination Committee that board remuneration 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. It was further resolved that remuneration for committee work shall be paid with SEK 250,000 to the Chairman of the Audit Committee, with SEK 175,000 to each of the other members of the Audit Committee, with SEK 150,000 to the Chairman of the Remuneration Committee and with SEK 100,000 to each of the other members of the Remuneration Committee.

b. remuneration for the auditors

It was resolved in accordance with the proposal from the Nomination Committee that remuneration to the auditor shall be paid in accordance with customary norms and approved invoice.

10. Election of members of the Board of Directors and Chairman of the Board of Directors

It was noted that information on the proposed board members and their assignments can be found in the annual report and on the company's website, and regarding information on Benjamin Büscher, in the Nomination Committee's complete proposals.

It was thereafter resolved in accordance with the proposal from the Nomination Committee to re-elect Henrik Theilbjørn, Jón Björnsson, Cecilia Lannebo, Luca Martines, Julie Wiese and Aileen O'Toole as ordinary board members, and to elect Benjamin Büscher as new ordinary board member. It was further resolved to re-elect Henrik Theilbjørn as Chairman of the Board of Directors. It was noted that the previous board member Kent Stevens Larsen had declined re-election.

11. Election of auditors and deputy auditors

It was resolved in accordance with the proposal from the Nomination Committee to re-elect Deloitte AB as auditor. It was noted that Deloitte AB had informed that Didrik Roos will continue as the responsible auditor.

12. Resolution on instruction for the Nomination Committee

It was noted that the proposal from the Nomination Committee regarding an instruction for the Nomination Committee, **Schedule 5**, was presented by being kept available at the company's office and at the company's website, and had been sent to shareholders upon request.

It was thereafter resolved in accordance with the proposal in Schedule 5.

13. Resolution on approval of the remuneration report

It was noted that the remuneration report for the financial year 2021, **Schedule 6**, was presented by being kept available at the company's office and at the company's website, and had been sent to shareholders upon request.

It was thereafter resolved to approve the remuneration report for the financial year 2021 in accordance with the proposal in Schedule 6.

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

It was noted that the proposal from the Board of Directors regarding authorization for the Board of Directors regarding new share issues of ordinary shares, **Schedule Z**, was presented by being kept available at the company's office and at the company's website, and had been sent to shareholders upon request.

It was thereafter resolved in accordance with the proposal in Schedule 7. It was noted that the resolution was supported by shareholders representing more than two-thirds of the votes cast as well as of all shares represented at the meeting.

15. 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

It was noted that the proposal from the Board of Directors regarding 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, **Schedule 8**, and the Board of Directors statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act, **Schedule 9**, were presented by being kept available at the company's office and at the company's website, and had been sent to shareholders upon request.

It was thereafter resolved in accordance with the proposal in Schedule 8. It was noted that the resolution was supported by shareholders representing more than nine-tenths of the votes cast as well as of all shares represented at the meeting.

16. Closing of the meeting

The Chairman of the meeting declared the meeting closed.

In fidem:

Confirmed by:

Ola Grahn
(Chairman of the meeting)

Caroline Sjösten

Schedule 1

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Notice of Annual General Meeting in Boozt AB

The shareholders in Boozt AB (hereinafter the “**Company**” or “**Boozt**”) are hereby invited to attend the Annual General Meeting on Wednesday 27 April 2022. The Board of Directors has decided that the Annual General Meeting will be held only by advance voting (postal vote) in accordance with temporary legislation. This means that the Annual General Meeting will be conducted without the physical presence of shareholders, proxies or external parties and that shareholders' exercise of voting rights at the Annual General Meeting can only take place by shareholders voting in advance in the order prescribed below. Information on the resolutions passed by the Annual General Meeting will be published on Wednesday 27 April 2022, as soon as the outcome of the advance voting is finally compiled.

Instructions to holders of ordinary shares registered with Euroclear Sweden AB (the Swedish Securities Register Center) in Sweden (other than holders of ordinary shares registered with Euronext Securities (the Danish Securities Register Center) in Denmark)

Shareholders wishing to attend the Annual General Meeting must be listed as shareholder in the share register kept by Euroclear Sweden AB as of Tuesday 19 April 2022 and notify their participation no later than Tuesday 26 April 2022 by casting their advance vote in accordance with the instructions under the heading “Voting in advance” below so that the advance vote is received by Computershare AB no later than that day.

Shareholders whose ordinary shares are trustee-registered in the name of a bank or other trustee must, to be able to exercise their voting rights at the Annual General Meeting by advance voting, request the trustee to register their shares in their own name with Euroclear Sweden AB (so called “voting rights registration”). Such voting rights registration must be implemented by the trustee no later than as of Thursday 21 April 2022. Accordingly, shareholders must well in advance before this date notify their trustee of their request of such voting rights registration.

Instructions to holders of ordinary shares registered with Euronext Securities in Denmark

Shareholders in Denmark who wish to participate in the Annual General Meeting must be listed as a

shareholder in the share register kept by Euroclear Sweden AB on Tuesday 19 April 2022 and notify their participation no later than Tuesday 26 April 2022 by casting their advance vote in accordance with the instructions under the heading “Voting in advance” below so that the advance vote is received by Computershare AB no later than that day.

Shareholders whose ordinary shares are trustee-registered in the name of a bank or other trustee must, to be able to exercise their voting rights at the Annual General Meeting by advance voting, request the trustee to register their shares in their own name with Euroclear Sweden AB (so called “voting rights registration”). Such voting rights registration may be temporary and is requested from the trustee in accordance with the trustee's routines at such time in advance as the trustee determines. Shareholders whose ordinary shares are registered with Euronext Securities in Denmark (previously VP Securities A/S) **must** therefore request from Euronext Investor Services to have such ordinary shares temporarily registered in the shareholder's own name with Euroclear Sweden AB in order to be entitled to participate in the Annual General Meeting.

A request for such registration must be submitted in good time and no later than Wednesday 20 April 2022 at 9:00 AM CEST to Euronext Securities by sending the completed and signed form by letter to Nicolai Eigtveds Gade 8, DK-1402 Copenhagen K, Denmark, per e-mail to VP_vpinvestor@euronext.com or through Euronext InvestorPortalen or online at www.vp.dk/gf. A form for such registration is provided by Euronext Securities and is available at www.booztgroup.com/annual-general-meeting. The registration application should include the account operating institution in Denmark (with the custody account number) with which the shareholder's ordinary shares are deposited.

Shareholders whose ordinary shares are already registered in the name of the shareholder with Euroclear Sweden AB may send a notification of attendance to Computershare AB by submitting its advance vote at a later date, but no later than Tuesday 26 April 2022.

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Instructions applicable to all shareholders

Shareholders with ordinary shares registered in more than one country should state this when submitting their notifications.

Voting in advance

Shareholders may exercise their voting rights at the Annual General Meeting only by voting in advance, so called postal voting in accordance with Section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of shareholders' meetings in companies and other associations. A special form shall be used for advance voting. The form is available on the Company's website, www.booztgroup.com/annual-general-meeting. The advance voting form is considered as the notification of attendance to the Annual General Meeting. The completed voting form must be submitted to Computershare AB no later than Tuesday 26 April 2022. The form shall be sent by post to Computershare AB, "Boozt AB's Annual General Meeting", P.O. Box 5267, SE-102 46 Stockholm, Sweden or by e-mail to proxy@computershare.se. Shareholders who are natural persons can also, through verification with Swedish BankID or Danish NemID, cast their advance vote electronically via the Company's website, www.booztgroup.com/annual-general-meeting. If a shareholder votes in advance through a proxy, a written and dated power of attorney signed by the shareholder must be attached to the form. A proxy form is available on the Company's website, www.booztgroup.com/annual-general-meeting. If the shareholder is a legal entity, a registration certificate or equivalent document shall be enclosed to the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote is invalid. Further instructions and conditions are included in the advance voting form.

If you have any questions, please contact Computershare AB by telephone +46(0)771-24 64 00.

Shareholders' right to information

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without significant harm to the Company, provide information regarding circumstances that may affect the assessment of items on the agenda, circumstances that can affect the assessment of the Company's or its subsidiaries financial position and the Company's relation to other companies within the group. Requests for such

information must be submitted via e-mail to agm@boozt.com or by post to Boozt AB, Att: AGM/Årsstämman, P.O. Box 4535, SE-203 20 Malmö, Sweden, no later than Sunday 17 April 2022. The information is provided by keeping it available at the Company's office and website, no later than Friday 22 April 2022. The information will also be sent within the same time to the shareholders who have requested it and provided their postal or e-mail address.

Financial statements and complete proposals

Financial statements, the audit report, the Board of Directors' remuneration report, the statement by the auditor on the compliance of the applicable guidelines for remuneration to senior executives, complete proposals for resolutions and other documents for the Annual General Meeting, are presented by keeping them available at the Company's office at Hyllie Boulevard 35, SE-215 37 Malmö, Sweden, and at the Company's website, www.booztgroup.com/annual-general-meeting, as from no later than three weeks before the Annual General Meeting, and will also be sent to shareholders who request it and provide their address. The share register of the Annual General Meeting will also be available at the Company's office.

Number of shares and votes in the Company

The total number of shares in the Company amounts to 67,467,637 shares, of which 65,498,601 are ordinary shares with one vote each, and 1,969,036 are series C shares with one tenth of a vote each. The total number of votes in the Company amounts to 65,695,504.6 votes. The Company holds all 1,969,036 outstanding series C shares, corresponding to 196,903.6 votes, which cannot be represented at the Annual General Meeting.

Processing of personal data

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Proposed agenda

0. Opening of the meeting.
1. Election of Chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons who shall approve the minutes of the meeting.

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5. Determination of whether the meeting was duly convened.
6. Submission of the annual report and the audit report and the consolidated annual report and consolidated audit report as well as the statement by the auditor on the compliance of the applicable guidelines for remuneration to senior executives.
7. Resolutions regarding:
 - a. adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet;
 - b. allocation of the Company's profit in accordance with the adopted balance sheet; and
 - c. discharge of the members of the Board of Directors and the CEO from liability.
8. Determination of
 - a. the number of members and deputy members of the Board of Directors.
 - b. the number of auditors and deputy auditors.
9. Determination of
 - a. remuneration for the members of the Board of Directors.
 - b. remuneration for the auditors.
10. Election of members of the Board of Directors and Chairman of the Board of Directors.
11. Election of auditors and deputy auditors.
12. Resolution on instruction for the Nomination Committee.
13. Resolution on approval of the remuneration report.
14. Resolution on authorization for the Board of Directors regarding new share issues of ordinary shares.
15. 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.
16. Closing of the meeting.

Proposed resolutions

Item 1: Election of Chairman of the meeting

The Nomination Committee, consisting of Anders Lund (Chairman), appointed by BLS Capital Fondsmæglerselskab A/S, Caroline Sjösten, appointed by Swedbank Robur Fonder AB, Claus Wiinblad, appointed by Arbejdsmarkedets Tillægspension (ATP), and the Chairman of the Board of Directors Henrik Theilbjørn, proposes that lawyer Ola Grahn is elected as Chairman of the meeting or,

in his absence, the person appointed by the Nomination Committee instead.

Item 2: Preparation and approval of the voting list

The voting list that is proposed to be approved is the voting list prepared by Computershare AB on behalf of the Company, based on the share register of the meeting and received advance votes, controlled and approved by the person approving the minutes of the meeting.

Item 4: Election of one or two persons who shall approve the minutes of the meeting

Caroline Sjösten, representing Swedbank Robur Fonder AB, is proposed to, together with the Chairman of the meeting, approve the minutes of the meeting, or, in her absence, the person appointed by the Board of Directors instead. The assignment to approve the minutes also includes controlling the voting list and that received advance votes are correctly reproduced in the minutes.

Item 7 b: Resolution on allocation of the Company's profit in accordance with the adopted balance sheet

The Board of Directors proposes that no dividends are paid to the shareholders and that the available funds of SEK 1,849,864,954 are carried forward.

Item 8 a: Determination of the number of members and deputy members of the Board of Directors

The Nomination Committee proposes that the Board of Directors shall be composed of seven ordinary board members until the end of the next Annual General Meeting.

Item 8 b: Determination of the number of auditors and deputy auditors

The Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that one registered accounting firm without deputy is appointed as auditor until the end of the next Annual General Meeting.

Item 9 a: Determination of remuneration for the members of the Board of Directors

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

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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).

Item 9 b: Determination of remuneration for the auditors

The Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that remuneration for the auditor is paid in accordance with customary norms and approved invoice.

Item 10: Election of members of the Board of Directors and Chairman of the Board of Directors

The Nomination Committee proposes that Henrik Theilbjørn, Jón Björnsson, Cecilia Lannebo, Luca Martines, Julie Wiese and Aileen O'Toole are re-elected as ordinary board members, that Benjamin Büscher is elected as new ordinary board member, and that Henrik Theilbjørn is re-elected as Chairman of the Board of Directors. The current board member Kent Stevens Larsen has declined re-election.

Benjamin Büscher, born 1981, has in his career primarily worked within the fulfilment space, and have had various positions within Rhenus AG (2002-2007), DB Schenker (2007-2008), Avnet Inc., (2008-2015), Schachinger Logistic (2016-2017), and Adidas AG (2017-). Benjamin Büscher is currently Senior Vice President SCM - Global Logistics & Distribution with Adidas AG. Benjamin Büscher is a German citizen.

Education: Dual Studies in Business Administration (Betriebswirt (VWA)), and Postgraduate in Business Administration (Dipl.-Kaufmann (FH)).

Other current assignments: -

Shareholding in the Company: -

Further information on the candidate who is proposed as new board member can be found in the reasoned statement from the Nomination Committee. Information on the board members proposed for re-

election can be found in the annual report and on the Company's website, www.booztgroup.com.

Item 11: Election of auditors and deputy auditors

The Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that Deloitte AB is re-elected as auditor. Deloitte AB has informed that Didrik Roos will continue as the responsible auditor.

Item 12: Resolution on instruction for the Nomination Committee

The Nomination Committee proposes that a Nomination Committee shall be appointed before coming elections and remuneration, and that the following instruction for the Nomination Committee is adopted.

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 2022.

The Chairman of the Board of Directors shall as soon as possible when the information regarding the three 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 resign 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.

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.

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

The Nomination Committee's term shall run until such time as a new Nomination Committee has been elected.

No remuneration shall be paid to the members of the Nomination Committee.

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.

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.

Item 13: Resolution on approval of the remuneration report

The Board of Directors proposes that the Annual General Meeting resolves to approve the Board of Directors' remuneration report for the financial year 2021.

Item 14: Resolution on authorization for the Board of Directors regarding new share issues of ordinary shares

The Board of Directors proposes that the Annual General Meeting resolves 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 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 room for manoeuvre and the opportunity to adapt and improve the Company's capital structure.

The CEO shall be authorized to make minor formal adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office (Sw. Bolagsverket).

Item 15: 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

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The Board of Directors proposes that the Annual General Meeting resolves to implement a long-term incentive program in the form of a performance-based share program (the "LTI 2022") for the Company's CEO, Group Management and key employees in accordance with A below. The resolution is conditional upon that the Annual General Meeting also resolves on hedging measures in accordance with B – D below.

A. Implementation of a performance-based share program

Background

During 2019, 2020 and 2021, it was resolved to implement long-term incentive programs (LTI 2019, LTI 2020 and LTI 2021). As noted in connection with the proposals for these incentive programs, the long-term incentive program was intended to be annual after evaluation of the Board of Directors. The Board of Directors has evaluated the previous incentive programs and found that they have worked well and has hence resolved to propose a similar program this year.

The overall purpose with LTI 2022 is to align the interests of the Company's senior executives and key employees with those of the shareholders and thus ensure a maximum long-term value adding commitment. LTI 2022 is also considered to create a long-term focus on increase in growth and earnings among the participants. LTI 2022 is further considered to facilitate for the Company to recruit and retain senior executives and key employees.

Terms and conditions for LTI 2022

1. In total, LTI 2022 is proposed to comprise approximately 180 participants composed of senior executives and key employees, divided into four categories. Provided that the performance targets mentioned below are met or exceeded, participants in LTI 2022 shall be given the opportunity to receive ordinary shares in the Company free-of-charge ("**Performance Shares**").
2. The total number of Performance Shares shall not exceed 850,000.
3. The maximum number of Performance Shares that can be allotted to the participants in the respective category shall not exceed the numbers set out in the table below:

Category	Maximum number of Performance Shares per participant
CEO	70,000
Other Group Management (6 persons)	297,463 Performance Shares may in the aggregate be allotted to this category but no participant may be allotted more than 74,963 Performance Shares.
Senior key employees (approximately 25 persons)	239,888 Performance Shares may in the aggregate be allotted to this category but no participant may be allotted more than 22,000 Performance Shares.
Other key employees (approximately 150 persons)	242,649 Performance Shares may in the aggregate be allotted to this category but no participant may be allotted more than 22,000 Performance Shares.

The Board of Directors shall, within the maximum number stated above, resolve on the maximum number of Performance Shares that each individual participant in the respective category may be allotted.

When determining the maximum number of Performance Shares that the CEO may be allotted in LTI 2022, the Board of Directors has applied a guideline pursuant to which the total annual compensation to the CEO in the form of fixed cash salary, variable cash consideration and long term equity based incentive programs cannot exceed an amount corresponding to 3.5 times the CEO's annual fixed cash salary. Consequently, the combined value of variable cash consideration and long term equity based incentive programs cannot exceed an amount corresponding to 2.5 times the annual fixed cash salary. For the purposes of applying this guideline, the Board of Directors has valued the Performance Shares in LTI 2022 using the volume weighted average price of the Company's shares during the 5 trading days immediately prior to 23 March 2022 (the day before the date of the notice to the Annual General Meeting). As per the guidelines for remuneration to senior executives established

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by the Annual General Meeting in 2021, the variable cash remuneration to the CEO and other senior executives may amount to a maximum of 70 per cent of the fixed annual cash salary. The Board of Directors hence note that the maximum number of Performance Shares that the CEO can be allotted in LTI 2022 fits well within the guideline. The Board of Directors intends to apply the same guideline in future years.

4. A condition for the right to receive Performance Shares is that the participant, subject to certain customary good leaver exemptions, has continued to be employed by the Company until 27 April 2025.
5. The performance targets (the "**Performance Targets**") that have to be met or exceeded relate to (i) the Company's Net Promoter Score (the "**NPS Target**"); (ii) the Company's organic revenue growth (the "**Revenue Growth Target**"); and (iii) the Company's Adjusted EBIT (the "**EBIT Target**"). The number of Performance Shares allocated to each participant in relation to each Performance Target shall be weighted with 10 per cent to the NPS Target, with 60 per cent to the Revenue Growth Target and with 30 per cent to the EBIT Target.

For each of the Performance Targets, there will be a minimum level, a target level and a maximum level. If the minimum target is not achieved, no Performance Shares are vested in relation to the relevant Performance Target, if the minimum target is achieved, 33.3 per cent of the Performance Shares pertaining to the relevant Performance Target are vested, if the target level is achieved, 66.7 per cent of the Performance Shares pertaining to the relevant Performance Target are vested and if the maximum level is achieved, all the Performance Shares pertaining to the relevant Performance Target will be vested. In the event of an outcome between the minimum level and the target level or between the target level and the maximum level, respectively, vesting of the Performance Shares pertaining to the relevant Performance Target will occur linearly between 33.3 per cent and 66.7 per cent of the Performance Shares pertaining to the relevant Performance Target and between 66.7 per cent and 100 per cent of the Performance Shares pertaining to the relevant Performance Target, respectively.

The NPS Target relates to the Company's Net Promoter Score in the fourth quarter of the financial year 2024 ("**NPS**"). The minimum level for the NPS Target will be a NPS of 61.0, the target level for the NPS Target will be a NPS of 65.0 and the maximum level for the NPS Target will be a NPS of 68.0. The levels for the NPS Target have been determined based on that the industry average NPS for E-commerce is 62.0 (<https://www.retenly.com/blog/good-net-promoter-score/>). An NPS above 60.0 has a positive impact on the re-buy rate of customers and this has formed the basis when determining the minimum level for the NPS Target to 61.0. The Board of Directors has further taken into account that since the Company grows in size, so does complexity, why it is expected that the NPS will decline from the level reported by the Company for the financial year 2021.

The Revenue Growth Target relates to the Company's compounded annual organic growth rate ("**CAGR**") during the financial years 2022, 2023 and 2024. CAGR will be calculated as ((net revenue in financial year 2024 (reduced with any non-organic net revenue generated through businesses acquired during the financial years 2022-2024) / net revenue in financial year 2021)^{1/3} - 1). The net revenue for the financial year 2024 will be adjusted in case there is a contractual change with brands, where the implications are that only the commission fee can be recognized as revenue. This would typically be in consignment or concession like agreement with brands. The minimum level for the Revenue Growth Target will be a CAGR of 15 per cent, the target level for the Revenue Growth Target will be a CAGR of 17 per cent and the maximum level for the Revenue Growth Target will be a CAGR of 22 per cent.

The EBIT Target relates to the Company's Adjusted EBIT (the profit/loss before interest and tax adjusted for share based payments related to employees and items affecting comparability) ("**Adjusted EBIT**") in the financial year 2024. The minimum level for the EBIT Target will be an Adjusted EBIT of MSEK 531, the target level for the EBIT Target will be an Adjusted EBIT of MSEK 559 and the maximum level for the EBIT Target will be an Adjusted EBIT of MSEK 587.

The final number of Performance Shares vested by each participant shall be rounded downwards to the nearest whole number.

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6. In addition to the achievement of the Performance Targets, the allocation of Performance Shares shall be conditional upon that the Company's Adjusted EBIT margin (the profit/loss before interest and tax adjusted for share based payments related to employees and items affecting comparability / net revenue) in the financial year 2024 is at least 3.5 per cent. If this threshold level for the EBIT margin is not met, no Performance Shares shall be allotted in LTI 2022.

Furthermore, the allocation of Performance Shares shall also be conditional upon that the Company at all times during 2024 has fulfilled the financial covenants following from the then applicable loan agreement governing the Company's primary credit facility. To the extent this condition is not met, no Performance Shares shall be allotted in LTI 2022.

Finally, the allocation of Performance Shares shall also be conditional upon that the weighted average quarterly ratio (calculated based on each of the four quarters in the financial year 2024) for "Net working capital - per cent of LTM net revenue" as reported in the Company's full-year report for the financial year 2024 (the "**NWC Ratio**"), does not exceed certain levels to be determined by the Board of Directors before LTI 2022 is offered to the participants. The Board of Directors shall determine one threshold level and one maximum level for the NWC Ratio. If the threshold level is exceeded but the maximum level is not reached, the Board of Directors shall be entitled to decrease the number of Performance Shares to be allocated to the lower number of shares that the Board of Directors finds reasonable and if the maximum level is exceeded, no Performance Shares shall be allotted in LTI 2022. The Board of Directors intends to present the determined NWC Ratio in connection with the expiration of LTI 2022 at the latest.

7. Before the number of Performance Shares to be allocated is finally determined, the Board of Directors shall also make a general evaluation if allocation pursuant to the principles set out above is reasonable, having regard to the Company's results and financial standing, to conditions on the stock market and to other circumstances in general. If the Board of Directors finds that it is not reasonable, then the Board of Directors may decrease the number of Performance Shares to be allocated to the lower

number of shares that the Board of Directors finds reasonable.

8. The number of Performance Shares shall be subject to recalculation in consequence of a bonus issue, split, rights issue, and/or other similar company actions.
9. Allotment and transfer of Performance Shares to the participants shall take place within 30 days after 27 April 2025. To the extent applicable insider rules would prevent transfer of Performance Shares to a participant within this period, the transfer of Performance Shares shall instead be made as soon as such restrictions have ceased to apply.
10. For the CEO and Other Group Management, allotment of Performance Shares will be conditional upon that the participants, subject to certain customary exceptions, undertake not to divest a certain percentage of the allotted Performance Shares during a period of 12 months following the delivery of the Performance Shares. The number of Performance Shares subject to the restriction shall as a starting point amount to 50 per cent of the allotted Performance Shares but for participants where the taxation triggered by the delivery of Performance Shares exceed 50 per cent, the percentage shall instead be calculated as 100 – the applicable tax rate.
11. Participation in LTI 2022 is conditional upon that the participation is legally possible and that the participation in the Company's sole opinion can be made with reasonable administrative costs for the Company.
12. The Board of Directors shall be responsible for the details and management of LTI 2022 within the framework of the main conditions as set out above, and the Board of Directors shall be authorized to make minor adjustments to these conditions as required by law or for administrative reasons. The Board of Directors shall also be authorized to adjust or deviate from the terms and conditions as required by local laws and regulations as well as existing market practices. The Board of Directors shall also be entitled to resolve on diverging terms for the allocation of Performance Shares in connection with cessation of employment due to death, early retirement or similar occasions or due to termination by the Company that is not related to misconduct by the participants. In

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these cases the Board of Directors may resolve that the participant will be entitled to receive a proportionate part of the Performance Shares. Furthermore, in the event of a public take-over offer, a sale of the Company's business, liquidation, merger or any other such transaction affecting the Company, the Board of Directors shall be entitled to resolve that the Performance Shares shall vest and be allotted on completion of such transaction. The Board of Directors will make this resolution based on the level of achievement of the Performance Targets and any other factors deemed relevant by the Board of Directors. Finally, the Board of Directors is also entitled to adjust vesting and allotment if such has been made based on information which later proves to be incorrect.

B. Authorization on directed issues of series C shares

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors, for the period up until the next Annual General Meeting, on one or several occasions, to issue a maximum of 850,000 series C shares. The new shares may, with deviation from the shareholders' preferential rights, only be subscribed for by a bank or a securities company at a subscription price which corresponds to the quota value. The purpose of the authorization and the reason for the deviation from the shareholders' preferential rights in connection with an issue of shares is to secure delivery of Performance Shares under LTI 2022, which shall be effected through the Company repurchasing the series C shares issued pursuant to the authorization in section C below and thereafter, when the series C shares have been converted to ordinary shares, by transferring ordinary shares to the participants in LTI 2022 in accordance with section D below.

C. Authorization on repurchase of series C shares

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors, for the period up until the next Annual General Meeting, on one or several occasions, to repurchase its own series C shares. Repurchase may only be effected through a public offer directed to all holders of series C shares and shall comprise all outstanding series C shares. Repurchase may also be made of so-called interim shares, by Euroclear Sweden AB designated as a Paid Subscribed Share

(Sw. Betald Tecknad Aktie (BTA)), regarding a series C share. Repurchase shall be made at a purchase price per share which corresponds to the quota value of the share. The purpose of the proposed repurchase authorization is to secure delivery of Performance Shares under LTI 2022.

The Board of Directors' statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act (Sw. aktiebolagslagen) is presented in a separate document.

D. Resolution on transfer of own ordinary shares

In order to fulfil the Company's obligations towards participants in LTI 2022, the Board of Directors proposes that the Annual General Meeting resolves that the Company shall transfer own ordinary shares as follows:

1. The Company shall have the right to transfer the number of ordinary shares that the Company has a maximum obligation to allocate as Performance Shares to participants in LTI 2022, at most 850,000 shares.
2. The number of shares that may be transferred pursuant to LTI 2022 shall be subject to recalculation in consequence of a bonus issue, split, rights issue, and/or other similar corporate action which affects the number of shares in the Company.
3. The right to acquire ordinary shares shall, with deviation from the shareholders' preferential rights, vest in participants in LTI 2022 who are entitled to be allotted Performance Shares in accordance with the terms and conditions of the program.
4. Transfer of shares to participants in LTI 2022 shall be made free of charge and be executed at the relevant time specified in the terms and conditions for LTI 2022.

The reason for the deviation from the shareholders' preferential rights in connection with the transfers of own ordinary shares is to enable the Company's delivery of Performance Shares to participants in LTI 2022.

Costs, impact on key ratios, existing incentive programs and dilution

LTI 2022 will be accounted for in accordance with IFRS 2 which stipulates that the right to receive

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Performance Shares shall be expensed as a personnel cost over the vesting period.

The Board of Directors has made a preliminary cost calculation for LTI 2022, which is based on the assumption of a share price of SEK 135 at the start of the program. The IFRS 2 costs for the Performance Shares related to the Performance Targets have been estimated to SEK 135 per Performance Share. If the Company estimates an employee turnover of 0 per cent until shares are received approximately three years later, and excludes future dividends of the Company's share, the total costs for LTI 2022 including costs for social security contributions, are estimated to be approximately MSEK 151, provided that all the Performance Targets are met in full.

Based on the calculation of the total cost as per the above, the anticipated annual costs, including costs for social security contributions, is SEK 50.3 million, which corresponds to approximately 11.5 per cent of the Company's total employee costs for the financial year 2021. Based on the calculation of the annual costs and the dilution calculated as per the below, the key figure earnings per share for the full year 2021 had been changed from SEK 2.87 to SEK 2.26 had the Company expensed 1/3 of the total costs for LTI 2022 in 2021.

As per the date of the notice, the number of shares in the Company amounts to 67,467,637, whereof 65,498,601 ordinary shares and 1,969,036 are series C shares which were issued in connection with the previous performance-based share programs and that will be converted into ordinary shares prior to delivery to participants.

The maximum number of Performance Shares that can be issued in relation to LTI 2022 amounts to 850,000, which corresponds to a dilution of approximately 1.28 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 2022.

Since previously, there are four incentive programs in the Company in the form of one employee option program and three performance-based share programs (LTI 2019, LTI 2020 and LTI 2021). The existing incentive programs can lead to that in the aggregate 1,974,928 new ordinary shares are issued. In case all outstanding incentive programs as well as the proposed LTI 2022 are exercised in full, a total of 2,824,928 new ordinary shares will be issued, which corresponds to a dilution of approximately 4.13 per cent of the Company's ordinary shares, calculated on

the number of ordinary shares that will be added upon full exercise of all outstanding incentive programs as well as the proposed LTI 2022.

The above calculations regarding dilution and impact on key ratios are subject to re-calculation of the warrants in accordance with the customary recalculation terms included in the complete applicable warrant terms.

Preparation of the proposal and other information

The proposal for LTI 2022 has been prepared by the Remuneration Committee together with external consultants. The final proposal has been resolved upon by the Board of Directors.

The Board of Directors' proposal on implementation of a long-term incentive program in accordance with Sections A to D above constitutes an overall proposal which shall be resolved upon as one resolution.

The Chairman of the Board of Directors, or anyone appointed by him, shall be authorized to make minor formal adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office (Sw. Bolagsverket) or Euroclear Sweden AB.

Particular majority requirements

For a valid resolution on the proposal pursuant to item 14, the proposal has to be supported by shareholders representing at least two-thirds of the votes cast as well as of all shares represented at the Annual General Meeting. For a valid resolution on the proposal pursuant to item 15, the proposal has to be supported by shareholders representing at least nine-tenths of the votes cast as well as of all shares represented at the Annual General Meeting.

Malmö in March 2022

Boozt AB (publ)

The Board of Directors

BOOZT AB (publ)

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Schedule 2

Boozt AB (publ) Annual General Meeting Wednesday 27 April 2022

Form for advance voting

The form shall be received by Computershare AB (who administrates Annual General Meeting and the forms for Boozt AB (publ)) no later than Tuesday 26 April 2022.

The shareholder below is hereby notifying the company of its participation and exercising the voting right for all of the shareholder's shares in Boozt AB (publ), reg. no. 556793-5183, at the Annual General Meeting Wednesday 27 April 2022. The voting right is exercised in accordance with the below marked voting options.

Information about you

First name:	Last name:
Social security number:	Phone:
Email address:	Place:
Signature:	Date:
Are you the shareholder or a representative of the shareholder? <input type="radio"/> I am the shareholder <input type="radio"/> I represent a shareholder	

Assurance (if the undersigned is a legal representative for a shareholder that is a legal entity): I, the undersigned, is a board member, CEO or authorised signatory of the shareholder and solemnly declare that I am authorised to submit this postal vote on behalf of the shareholder and that the content of the postal vote corresponds to the shareholder's decisions.

Assurance (if the undersigned represents the shareholder by proxy): I, the undersigned, solemnly declare that the enclosed power of attorney corresponds to the original and that it has not been revoked.

Name of shareholder:	Personal identity no/Registration no:
----------------------	---------------------------------------

Additional Mail Voting Information

- > Print, fill in the information above and select the selected answer options below.
- > Sign and send the form to Computershare AB so that the form is received by Computershare no later than the last date for voting as above. The form must be sent by post to Computershare AB, Box 5267, 102 46 Stockholm or electronically via e-mail to proxy@computershare.se.
- > A shareholder who has his shares nominee-registered must register the shares in his own name in order to vote. Instructions on this can be found in the notice convening the meeting.
- > If the shareholder has provided the form with special instructions or conditions, or changed or made additions in pre-printed text, the vote (ie the postal vote in its entirety) is invalid. Incomplete or incorrectly completed forms may be disregarded.
- > Only one form per shareholder will be considered. If more than one form is submitted, only the last received form will be considered.
- > The last date for voting is the time when postal voting can last be revoked. To revoke a postal vote, contact Computershare AB via post Computershare AB, Box 5267, 102 46 Stockholm, via e-mail to proxy@computershare.se or by phone: +46 (0) 771 24 64 00.
- > For complete proposals for resolutions, please see the notice and complete proposals on the company's website provided no later than three weeks before the meeting.

Who will sign?

1. If the shareholder is a natural person who votes by mail in person, it is the shareholder himself who must sign the form.
2. If the postal vote is cast by a proxy (proxy) for a shareholder, the proxy must sign the form.
3. If the postal vote is cast by a deputy for a legal entity, it is the deputy who must sign the form.

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Annual General Meeting in Boozt AB (publ) Wednesday 27 April 2022

The options below comprise the proposals submitted which are found in the notice to the meeting.

1. Election of Chairman of the meeting.	
1a. Lawyer Ola Grahn	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Abstain
2. Preparation and approval of the voting list.	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Abstain
3. Approval of the agenda.	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Abstain
4. Election of one or two persons who shall approve the minutes of the meeting.	
4a. Caroline Sjösten, representing Swedbank Robur Fonder	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Abstain
5. Determination of whether the meeting was duly convened.	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Abstain
7a. Resolutions regarding adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Abstain
7b. Resolutions regarding allocation of the Company's profit in accordance with the adopted balance sheet	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Abstain
7c. Resolutions regarding discharge of the members of the Board of Directors and the CEO from liability.	
7c.1. Henrik Theilbjørn, Chairman of Board of Directors	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Abstain
7c.2. Kent Stevens Larsen, member of the Board of Directors	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Abstain
7c.3. Jón Björnsson, member of the Board of Directors	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Abstain
7c.4. Cecilia Lannebo, member of the Board of Directors	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Abstain
7c.5. Luca Martines, member of the Board of Directors	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Abstain
7c.6. Julie Wiese, member of the Board of Directors	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Abstain
7c.7. Aileen O'Toole, member of the Board of Directors	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Abstain
7c.8. Bjørn Folmer Kroghsbo, member of the Board of Directors from 1 Jan up to 26 May	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Abstain
7c.9. Hermann Haraldsson, CEO	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Abstain
8a. Determination of the number of members and deputy members of the Board of Directors.	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Abstain
8b. Determination of the number of auditors and deputy auditors.	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Abstain
9a. Determination of remuneration for the members of the Board of Directors.	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Abstain
9b. Determination of remuneration for the auditors.	<input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Abstain

10. Election of members of the Board of Directors and Chairman of the Board of Directors.

10a. Henrik Theilbjørn, re-election Yes No Abstain

10b. Jón Björnsson, re-election Yes No Abstain

10c. Cecilia Lannebo, re-election Yes No Abstain

10d. Luca Martines, re-election Yes No Abstain

10e. Julie Wiese, re-election Yes No Abstain

10f. Aileen O'Toole, re-election Yes No Abstain

10g. Benjamin Büscher, new election Yes No Abstain

10h. Henrik Theilbjørn, re-election as Chairman of the Board of Directors Yes No Abstain

11. Election of auditors and deputy auditors.

11a. Deloitte AB Yes No Abstain

12. Resolution on instruction for the Nomination Committee. Yes No Abstain

13. Resolution on approval of the remuneration report. Yes No Abstain

14. Resolution on authorization for the Board of Directors regarding new share issues of ordinary shares. Yes No Abstain

15. 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. Yes No Abstain

Schedule 3

Dagordningspunkt Agenda item	Röster / Votes					Aktier / Shares					
	(% nedan avser andel av innan stämman avgivna rösterna) (% below refers to part of cast votes before the meeting)					(% nedan avser andel av de på stämman företrädda aktierna) (% below refers to part of represented shares at the meeting)				Aktier för vilka röster har avgetts (antal) ("Avgivna") Shares where votes have been cast (amount) ("Cast")	Andel av det totala antalet aktier i bolaget som de Avgivna representerar (%) (Part of the total amount of shares in the company the Given shares represent (%))
	Ja (antal) Yes (amount)	Ja (%) Yes (%)	Nej (antal) No (amount)	Nej (%) No (%)	Avstår (antal) Abstain(amount)	Ja (antal) Yes (amount)	Ja (%) Yes (%)	Nej (antal) No (amount)	Nej (%) No (%)		
1a)	43 061 978,0	100,000%	0,0	0,000%	0,0	43 061 978,0	100,000%	0,0	0,000%	43 061 978	65,745%
2)	43 061 978,0	100,000%	0,0	0,000%	0,0	43 061 978,0	100,000%	0,0	0,000%	43 061 978	65,745%
3)	43 061 978,0	100,000%	0,0	0,000%	0,0	43 061 978,0	100,000%	0,0	0,000%	43 061 978	65,745%
4a)	43 061 978,0	100,000%	0,0	0,000%	0,0	43 061 978,0	100,000%	0,0	0,000%	43 061 978	65,745%
5)	42 908 856,0	100,000%	0,0	0,000%	153 122,0	42 908 856,0	99,644%	0,0	0,000%	42 908 856	65,511%
7a)	43 051 083,0	99,975%	10 895,0	0,025%	0,0	43 051 083,0	99,975%	10 895,0	0,025%	43 061 978	65,745%
7b)	43 061 978,0	100,000%	0,0	0,000%	0,0	43 061 978,0	100,000%	0,0	0,000%	43 061 978	65,745%
7c.1)	42 809 556,0	99,975%	10 895,0	0,025%	241 527,0	42 809 556,0	99,414%	10 895,0	0,025%	42 820 451	65,376%
7c.2)	43 051 083,0	99,975%	10 895,0	0,025%	0,0	43 051 083,0	99,975%	10 895,0	0,025%	43 061 978	65,745%
7c.3)	43 051 083,0	99,975%	10 895,0	0,025%	0,0	43 051 083,0	99,975%	10 895,0	0,025%	43 061 978	65,745%
7c.4)	43 051 083,0	99,975%	10 895,0	0,025%	0,0	43 051 083,0	99,975%	10 895,0	0,025%	43 061 978	65,745%
7c.5)	43 051 083,0	99,975%	10 895,0	0,025%	0,0	43 051 083,0	99,975%	10 895,0	0,025%	43 061 978	65,745%
7c.6)	43 051 083,0	99,975%	10 895,0	0,025%	0,0	43 051 083,0	99,975%	10 895,0	0,025%	43 061 978	65,745%
7c.7)	43 051 083,0	99,975%	10 895,0	0,025%	0,0	43 051 083,0	99,975%	10 895,0	0,025%	43 061 978	65,745%
7c.8)	43 051 083,0	99,975%	10 895,0	0,025%	0,0	43 051 083,0	99,975%	10 895,0	0,025%	43 061 978	65,745%
7c.9)	42 721 888,0	99,975%	10 895,0	0,025%	329 195,0	42 721 888,0	99,210%	10 895,0	0,025%	42 732 783	65,242%
8a)	43 061 978,0	100,000%	0,0	0,000%	0,0	43 061 978,0	100,000%	0,0	0,000%	43 061 978	65,745%
8b)	43 061 978,0	100,000%	0,0	0,000%	0,0	43 061 978,0	100,000%	0,0	0,000%	43 061 978	65,745%
9a)	43 061 978,0	100,000%	0,0	0,000%	0,0	43 061 978,0	100,000%	0,0	0,000%	43 061 978	65,745%
9b)	43 061 978,0	100,000%	0,0	0,000%	0,0	43 061 978,0	100,000%	0,0	0,000%	43 061 978	65,745%
10a)	42 632 044,0	99,417%	249 936,0	0,583%	179 998,0	42 632 044,0	99,002%	249 936,0	0,580%	42 881 980	65,470%
10b)	39 417 769,0	99,551%	177 611,0	0,449%	3 466 598,0	39 417 769,0	91,537%	177 611,0	0,412%	39 595 380	60,452%
10c)	43 058 758,0	100,000%	0,0	0,000%	3 220,0	43 058 758,0	99,993%	0,0	0,000%	43 058 758	65,740%
10d)	43 058 758,0	100,000%	0,0	0,000%	3 220,0	43 058 758,0	99,993%	0,0	0,000%	43 058 758	65,740%
10e)	43 058 758,0	100,000%	0,0	0,000%	3 220,0	43 058 758,0	99,993%	0,0	0,000%	43 058 758	65,740%
10f)	41 636 980,0	100,000%	0,0	0,000%	1 424 998,0	41 636 980,0	96,691%	0,0	0,000%	41 636 980	63,569%
10g)	43 061 978,0	100,000%	0,0	0,000%	0,0	43 061 978,0	100,000%	0,0	0,000%	43 061 978	65,745%
10h)	42 668 416,0	99,474%	225 447,0	0,526%	168 115,0	42 668 416,0	99,086%	225 447,0	0,524%	42 893 863	65,488%
11a)	43 061 978,0	100,000%	0,0	0,000%	0,0	43 061 978,0	100,000%	0,0	0,000%	43 061 978	65,745%
12)	43 061 977,0	100,000%	0,0	0,000%	1,0	43 061 977,0	100,000%	0,0	0,000%	43 061 977	65,745%
13)	42 413 398,0	99,583%	177 611,0	0,417%	470 969,0	42 413 398,0	98,494%	177 611,0	0,412%	42 591 009	65,026%
14)	41 757 126,0	100,000%	0,0	0,000%	1 304 852,0	41 757 126,0	96,970%	0,0	0,000%	41 757 126	63,753%
15)	42 998 018,0	100,000%	0,0	0,000%	63 960,0	42 998 018,0	99,851%	0,0	0,000%	42 998 018	65,647%

Schedule 4

Schedule 5

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 2022.
- 1.2 The Chairman of the Board of Directors shall as soon as possible when the information regarding the three 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 resign 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 representative of the Nomination Committee. Changes to the composition of the Nomination Committee must be announced immediately.

Boozt

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.

Malmö in March 2022

The Nomination Committee in Boozt AB (publ)

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Schedule 6

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.

Remuneration report 2021

Introduction

This remuneration report provides an outline of how Boozt AB's ("**Boozt**" or the "**Company**") guidelines for senior executives' remuneration (the "**remuneration guidelines**"), adopted by the annual general meeting 2021, have been implemented in 2021. The report also provides details on the remuneration of Boozt's CEO. In addition, the report contains a summary of Boozt's outstanding share and share-price related incentive programs. The report has been prepared in compliance with Chapter 8, Sections 53a and 53b of the Swedish Companies Act (2005:551) and the Swedish Corporate Governance Code / Remuneration Rules from December 1, 2020 issued by the Swedish Corporate Governance Board.

Information required by Chapter 5, Sections 40-44 of the Annual Accounts Act (1995:1554) is available in note 9 on page 89-91 in the Company's annual report for 2021 (the "**annual report 2021**").

Information on the work of the remuneration committee in 2021 is set out in the corporate governance report, which is available on page 50 in the annual report 2021.

Remuneration of the board of directors is not covered by this report. Such remuneration is resolved annually by the annual general meeting and disclosed in note 9 on page 90 in the annual report 2021.

Key Developments 2021

The CEO summarizes the Company's overall performance in his statement on page 5-6 in the annual report 2021.

Overview of the application of the remuneration guidelines in 2021

Under Boozt's remuneration guidelines, remuneration of executive management shall be based on market terms, be competitive and well balanced and contribute to good ethics and company culture. The remuneration may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. The remuneration guidelines, adopted by the annual general meeting 2021, can be found in the corporate governance report on page 52, and in note 9 on page 90 in the annual report 2021. The auditor's report regarding whether the Company has complied with the guidelines is available on the Company's website, www.booztgroup.com/annual-general-meeting.

In addition to remuneration covered by the remuneration guidelines, the general meetings of Boozt have resolved to implement long-term share-related incentive plans and on remuneration to the board of directors.

Table 1 – Total remuneration of the CEO (MSEK)

Table 1 below sets out total remuneration to Boozt’s CEO during 2021.

Name (position)	Financial year	1 Fixed remuneration		2 Variable remuneration		3 Extraordinary items	4 Pension expense	5 Total remuneration	6 Proportion of fixed and variable remuneration
		Base salary	Other benefits	One-year variable	Multi-year variable				
Hermann Haraldsson (CEO)	2021	7.4 ¹	0.3 ²	3.4 ³	23.8 ⁴	-	-	34.9	22% / 78%

Share-based remuneration

Expired share and share-price related incentive programs

Warrant Program 2018/2021

During 2021, the Warrant Program 2018/2021 expired, and all 1,137,347 warrants were utilized for subscription of 1,137,347 new ordinary shares. The subscription was made at a pre-determined share price of SEK 96.31 per share. In the Warrant Program 2018/2021, the CEO utilized 172,000 warrants for subscription of 172,000 new shares. The purchases of the warrants in 2018 was made at market value. Hence, the program has not been included in the remuneration set out in Table 1 above.

Outstanding share and share-price related incentive programs

Boozt has four active long-term incentive programs classified as share-based remuneration, with individual terms and conditions (Warrant Program 2015/2025, LTI Program 2019/2022, LTI Program 2020/2023 and LTI Program 2021/2024). The programs are directed to staff identified as key employees, including the CEO.

Warrant Program 2015/2025

Boozt implemented a stock option program for employees identified as key personnel in 2015. A total of 267,500 options have been issued within the program. Out of these options, 63,954 options have been issued to a fully owned subsidiary with purpose to counteract cash flow implications related to the social charges that the Company will be liable to pay at the redemption date. Each option gives a right to subscribe for 12 new ordinary shares in the Company at a pre-determined price. Vesting of the options was triggered in conjunction with the listing of the Company’s shares on Nasdaq Stockholm on May 31, 2017 and the vesting was conditional upon the participants’ continued employment during the vesting period. On May 31, 2018, the first 33% of the program was vested, the next 33% was vested on May 31, 2019 and the last 34% was vested on May 31, 2020. The options can be exercised in a 14-day window after publication of each quarterly report, beginning from August 2018 and ending in February 2022. The outstanding number of options in the Warrant Program 2015/2025 are 13,068, including 55 unallocated options and 12,577 unvested options since the participants had left the Boozt Group during the vesting period. In addition, Boozt holds 63,954 options in its own portfolio.

¹ The base salary includes statutory vacation pay.

² Other benefits include company car, petrol, toll charges, newspapers, and phone.

³ One-year variable includes bonus for the relevant period which is paid in the following period. 2021 includes bonus for 2021 which is paid in 2022.

⁴ Refers to exercise of 16,080 stock options under LTI 2015/2025 to subscribe for 192,960 new ordinary shares. The value represents the taxable benefit value and is calculated as the variance between the pre-determined exercise price of SEK 41.79 and average weighted market price at exercise day of SEK 165.74.

In the program, the CEO was allotted 24,000 options, which all have been vested. During August 2018 the CEO exercised 7,920 options for subscription of 95,040 shares in the Company and in August 2021, the CEO exercised the remaining 16,080 options for subscription of 192,960 shares in the Company. The CEO has no remaining options in the Warrant Program 2015/2025.

More information regarding the Warrant Program 2015/2025 can be found in the annual report 2021 on page 90.

LTI Program 2019/2022

The LTI Program 2019/2022 was implemented in June 2019 where participants can receive a number of performance shares subject to certain performance targets. The performance targets include Share Price (only for Group Management), Net Promoter Score, Revenue Growth and Earnings per Share (EPS). The LTI Program 2019/2022 also contains constraints regarding the Net Working Capital (NWC) ratio. The maximum number of shares to be awarded in the LTI program 2019/2022 amount to 406,994 shares. The LTI program 2019/2022 has a 36-month cliff vesting period (subject to certain customary good leaver exemptions) which expires in June 2022. The maximum number of performance shares that can be awarded to the CEO, if the performance criteria as well as terms and conditions stipulated in the LTI program 2019/2022 are met, amount to 51,366 shares.

More information regarding the LTI Program 2019/2022 can be found in the annual report 2021 on page 91 and on the Company's [website](#).

LTI Program 2020/2023

The LTI Program 2020/2023 was implemented in July 2020 where participants can receive a number of performance shares subject to certain performance targets. The performance targets include Net Revenue Growth, Net Promoter Score and Adjusted EBIT. The LTI Program 2020/2023 also contains constraints regarding the Net Working Capital (NWC) ratio and Adjusted EBIT margin. The maximum number of shares to be awarded in the LTI program 2020/2023 amount to 1,040,000 shares. The LTI program 2020/2023 has a 36-month cliff vesting period (subject to certain customary good leaver exemptions) which expires in July 2023. The maximum number of performance shares that can be awarded to the CEO, if the performance criteria as well as terms and conditions stipulated in the LTI program 2020/2023 are met, amount to 120,000 shares.

More information regarding the LTI Program 2020/2023 can be found in the annual report 2021 on page 91 and on the Company's [website](#).

LTI Program 2021/2024

The LTI Program 2021/2024 was implemented in May 2021 where participants can receive a number of performance shares subject to certain performance targets. The performance targets include Net Revenue Growth, Net Promoter Score and Adjusted EBIT. The LTI Program 2021/2024 also contains constraints regarding the Net Working Capital (NWC) ratio and Adjusted EBIT. The maximum number of shares to be awarded in the LTI program 2021/2024 amount to 630,000 shares. The LTI program 2021/2024 has a 36-month cliff vesting period (subject to certain customary good leaver exemptions) which expires in May 2024. The maximum number of performance shares that can be awarded to the CEO, if the performance criteria as well as terms and conditions stipulated in the LTI program 2021/2024 are met, amount to 70,000 shares.

More information regarding the LTI Program 2021/2024 can be found in the annual report 2021 on page 91 and on the Company's [website](#).

As per December 31, 2021 the number of shares in Boozt amount to 66,890,637, of which 1,392,036 series C shares have been issued in relation to the LTI Program 2019/2022 and LTI Program 2020/2023 to secure

delivery of performance shares. The total number of outstanding options in the Company amount to 77,022, including options held by the Company as well as unallocated and unvested options.

Taking the above-mentioned into account as well as the maximum number of shares that can be allotted from the LTI Programs 2019/2022, 2020/2023 and 2021/2024, if all programs would be fully utilized, a total of 3,003,436 new ordinary shares would be issued/converted entailing a dilution of approximately 4.2% of the Company's ordinary shares.

Table 2 – Remuneration of the CEO in share options

Name (position)	The main conditions of share option plans							Information regarding the reported financial year					
								Opening balance	During the year		Closing balance		
	1 Specification of plan	2 Performance period	3 Award date	4 Vesting date	5 End of retention period	6 Exercise period	7 Exercise price per share (SEK)	8 Share options held at the beginning of the year	9 Awarded	10 Vested	11 Subject to a performance condition	12 Awarded and unvested	13 Subject to a retention period
Hermann Haraldsson (CEO)	Warrant Program 2015/2025	N/A	Nov-2015	31/5-2020 ⁵	31/5-2020	2018-2022 ⁶	41.79 ⁷	16,080	-	-	-	-	-
								16,080	-	-	-	-	-

Table 3 – Remuneration of the CEO in shares

Name (position)	The main conditions of share award plans					Information regarding the reported financial year					
						Opening balance	During the year		Closing balance		
	1 Specification of plan	2 Performance period	3 Award date	4 Vesting date	5 End of retention period	6 Share awards held at the beginning of the year	7 Awarded share awards	8 Vested	9 Subject to a performance condition	10 Awarded and unvested	11 Subject to a retention period
Hermann Haraldsson (CEO)	LTI Program 2019/2022	2019-2022	Sep-2019	24/6-2022	24/6-2022	51,366	-	-	-	51,366	-
	LTI Program 2020/2023	2020-2023	Jul-2020	1/7-2023	1/7-2023	120,000	-	-	120,000	120,000	-
	LTI Program 2021/2024	2021-2024	Jun-2021	27/5-2024	27/5-2024	-	70,000 ⁸	-	70,000	70,000	-
						171,366	70,000	-	190,000	241,366	-

Compliance with the remuneration guidelines and application of performance criteria

A prerequisite for the successful implementation of the Company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the Company is able to recruit and retain qualified personnel. To this end, it is necessary that the Company offers competitive remuneration. Boozt's remuneration guidelines enable the Company to offer the executive management/the CEO a competitive total remuneration.

The performance criteria for the CEO's variable remuneration have been selected to deliver the Company's strategy and to encourage behaviour which is in the long-term interest of the Company. In the selection of performance criteria, the strategic objectives and short-term as well as the long-term business priorities for 2021 have been taken into account.

⁵ The first 33% of the program was vested on May 31, 2018, the next 33% was vested on May 31, 2019 and the last 34% was vested on May 31, 2020.

⁶ The options were fully exercised by the CEO in August 2021, see the share-based remuneration chapter above.

⁷ Equivalent to SEK 501.48 per option at the time of exercise in August 2021 (as each option gave a right to subscribe for 12 new ordinary shares).

⁸ The aggregate underlying market value as of grant date amounts to SEK 13.1 million, calculated as the share price of SEK 187.3 that day multiplied by the number of share awards.

Table 4 (a) - Performance of the CEO in the reported financial year: variable cash remuneration

Name of Director, position	Description of the criteria related to the remuneration component	Relative weighting of the performance criteria	a) Measured performance; and b) actual award/ remuneration outcome ⁹
Hermann Haraldsson CEO	Performance bonus 2021 Financial targets related to net revenue growth and adjusted EBIT	100%	a) Financial targets were achieved to 100%
			b) SEK 1.7 million in base bonus and additional SEK 1.7 million in stretch bonus ¹⁰

Table 4 (b) – Performance of the CEO in the reported financial year: share-based incentives

Name of Director, position	Name of plan	1 Description of criteria related to the remuneration component ¹¹	2 Relative weighting of the performance criteria	3 a) Measured performance; and b) actual award/ remuneration outcome
Hermann Haraldsson CEO	LTI Program 2019/2022	Share Price development 2018 - 2021	40%	a) 212% b) kSEK 3,776*
		Net Promoter Score 31/12-2021	20%	a) 79 b) kSEK 1,888*
		Net Revenue Growth 2018 - 2021	20%	a) 106.8% ¹² b) kSEK 1,888*
		Adjusted earnings per share after dilution 2021	20%	a) SEK 4.05 ¹³ b) kSEK 1,109*
	LTI Program 2020/2023	Net Revenue Growth 2019 - 2022	60%	N/A**
		Net Promoter Score 31/12-2022	10%	N/A**
		Adjusted EBIT 2022	30%	N/A**
	LTI Program 2021/2024	Net Revenue Growth 2020 - 2023	60%	N/A**
		Net Promoter Score 31/12-2023	10%	N/A**
		Adjusted EBIT 2023	30%	N/A**

⁹ Performance criteria and remuneration outcome relates to short-term incentive program (STIP) 2021 and has been paid in 2022.

¹⁰ The financial targets related to net revenue growth and adjusted EBIT are divided into a base target and an over-performance target. In case both the base target and the over-performance target is met, the CEO is entitled to a base bonus and an additional bonus award (so called stretch bonus).

¹¹ The LTI Programs 2019/2022, 2020/2023 and 2021/2024 also contain constraints regarding the Net Working Capital (NWC) ratio in relation to the Net Revenue. The board of directors intends to present the determined NWC ratio in connection with the expiration of the respective LTI Program at the latest. The LTI Program 2020/2023 also contains a constraint regarding Adjusted EBIT margin, meaning that if the Adjusted EBIT margin in the financial year 2022 is below 3.2%, no performance shares will be allotted under the LTI Program 2020/2023. The corresponding also applies for the LTI Program 2021/2024 meaning that if the Adjusted EBIT in the financial year 2023 is below 3.5%, no performance shares will be allotted under the LTI Program 2021/2024.

¹² Organic net revenue growth.

¹³ Including adjustments from acquisitions.

* Based on market price per share on December 31, 2021 (SEK 183.8) multiplied by the number of share awards. Vesting period still running.
 ** Performance period still running.

Derogations and deviations from the remuneration guidelines and from the procedure for implementation of the remuneration guidelines

The Company has complied with the applicable remuneration guidelines adopted by the annual general meeting 2021. No deviations from the guidelines have been made and no derogations from the procedure for implementation of the guidelines have been made. No remuneration has been reclaimed during 2021.

Comparative information on the change of remuneration and Company performance

Table 5 – Change of remuneration and Company performance over the last five reported financial years (RFY)¹⁴

(SEK million)	RFY vs RFY-1	RFY 2021
CEO remuneration and benefits¹⁵		
Hermann Haraldsson, CEO	+23.4 (203.5%)	34.9
Company's performance		
Net revenue	+1,454.5 (+33.4%)	5,813.8
Adjusted EBIT	+52.2 (+18%)	342.5
Adjusted EBIT margin	-0.8pp	5.9 pp
Average remuneration and benefits on a full-time equivalent basis of employees		
Employees of the Company ¹⁶	-0.1 (-9.3%)	0.4

Malmö in March 2022

Boozt AB (publ)

The Board of Directors

¹⁴ From and including the financial year 2020, which was the first financial year for this type of remuneration report.

¹⁵ The remuneration and benefits presented in Table 5 corresponds to the remuneration presented in the remuneration note in the Annual Report, which include the value of share-based payment recognized in the Boozt Group's income statement and the value of taxable benefits. Consequently, the remuneration and benefits to the CEO in Table 5 may differ from the total remuneration reported in Table 1.

¹⁶ Excluding members of the Group Management.

Schedule 7

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 BOARD OF DIRECTORS' PROPOSAL FOR RESOLUTION ON AUTHORIZATION FOR THE BOARD OF DIRECTORS REGARDING NEW SHARE ISSUES OF ORDINARY SHARES

The Board of Directors of Boozt AB, Reg. No. 556793-5183 (the "**Company**"), proposes that the Annual General Meeting on 27 April 2022 resolves 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 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 room for manoeuvre and the opportunity to adapt and improve the Company's capital structure.

The CEO shall be authorized to make minor formal adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office (Sw. Bolagsverket).

For a valid resolution, the proposal has to be supported by shareholders representing at least two-thirds of the votes cast as well as of all shares represented at the Annual General Meeting.

Malmö in March 2022

Boozt AB (publ)

The Board of Directors

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Schedule 8

Boozt

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THE BOARD OF DIRECTORS' PROPOSAL FOR 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 Board of Directors of Boozt AB (the "**Company**") proposes that the Annual General Meeting on 27 April 2022 resolves to implement a long-term incentive program in the form of a performance-based share program (the "**LTI 2022**") for the Company's CEO, Group Management and key employees in accordance with A below. The resolution is conditional upon that the Annual General Meeting also resolves on hedging measures in accordance with B – D below.

A. Implementation of a performance-based share program

Background

During 2019, 2020 and 2021, it was resolved to implement long-term incentive programs (LTI 2019, LTI 2020 and LTI 2021). As noted in connection with the proposals for these incentive programs, the long-term incentive program was intended to be annual after evaluation of the Board of Directors. The Board of Directors has evaluated the previous incentive programs and found that they have worked well and has hence resolved to propose a similar program this year.

The overall purpose with LTI 2022 is to align the interests of the Company's senior executives and key employees with those of the shareholders and thus ensure a maximum long-term value adding commitment. LTI 2022 is also considered to create a long-term focus on increase in growth and earnings among the participants. LTI 2022 is further considered to facilitate for the Company to recruit and retain senior executives and key employees.

Terms and conditions for LTI 2022

1. In total, LTI 2022 is proposed to comprise approximately 180 participants composed of senior executives and key employees, divided into four categories. Provided that the performance targets mentioned below are met or exceeded, participants in LTI 2022 shall be given the opportunity to receive ordinary shares in the Company free-of-charge ("**Performance Shares**").
2. The total number of Performance Shares shall not exceed 850,000.
3. The maximum number of Performance Shares that can be allotted to the participants in the respective category shall not exceed the numbers set out in the table below:

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Category	Maximum number of Performance Shares per participant
CEO	70,000
Other Group Management (6 persons)	297,463 Performance Shares may in the aggregate be allotted to this category but no participant may be allotted more than 74,963 Performance Shares.
Senior key employees (approximately 25 persons)	239,888 Performance Shares may in the aggregate be allotted to this category but no participant may be allotted more than 22,000 Performance Shares.
Other key employees (approximately 150 persons)	242,649 Performance Shares may in the aggregate be allotted to this category but no participant may be allotted more than 22,000 Performance Shares.

The Board of Directors shall, within the maximum number stated above, resolve on the maximum number of Performance Shares that each individual participant in the respective category may be allotted.

When determining the maximum number of Performance Shares that the CEO may be allotted in LTI 2022, the Board of Directors has applied a guideline pursuant to which the total annual compensation to the CEO in the form of fixed cash salary, variable cash consideration and long term equity based incentive programs cannot exceed an amount corresponding to 3.5 times the CEO's annual fixed cash salary. Consequently, the combined value of variable cash consideration and long term equity based incentive programs cannot exceed an amount corresponding to 2.5 times the annual fixed cash salary. For the purposes of applying this guideline, the Board of Directors has valued the Performance Shares in LTI 2022 using the volume weighted average price of the Company's shares during the 5 trading days immediately prior to 23 March 2022 (the day before the date of the notice to the Annual General Meeting). As per the guidelines for remuneration to senior executives established by the Annual General Meeting in 2021, the variable cash remuneration to the CEO and other senior executives may amount to a maximum of 70 per cent of the fixed annual cash salary. The Board of Directors hence note that the maximum number of Performance Shares that the CEO can be allotted in LTI 2022 fits well within the guideline. The Board of Directors intends to apply the same guideline in future years.

4. A condition for the right to receive Performance Shares is that the participant, subject to certain customary good leaver exemptions, has continued to be employed by the Company until 27 April 2025.

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5. The performance targets (the "**Performance Targets**") that have to be met or exceeded relate to (i) the Company's Net Promoter Score (the "**NPS Target**"); (ii) the Company's organic revenue growth (the "**Revenue Growth Target**"); and (iii) the Company's Adjusted EBIT (the "**EBIT Target**"). The number of Performance Shares allocated to each participant in relation to each Performance Target shall be weighted with 10 per cent to the NPS Target, with 60 per cent to the Revenue Growth Target and with 30 per cent to the EBIT Target.

For each of the Performance Targets, there will be a minimum level, a target level and a maximum level. If the minimum target is not achieved, no Performance Shares are vested in relation to the relevant Performance Target, if the minimum target is achieved, 33.3 per cent of the Performance Shares pertaining to the relevant Performance Target are vested, if the target level is achieved, 66.7 per cent of the Performance Shares pertaining to the relevant Performance Target are vested and if the maximum level is achieved, all the Performance Shares pertaining to the relevant Performance Target will be vested. In the event of an outcome between the minimum level and the target level or between the target level and the maximum level, respectively, vesting of the Performance Shares pertaining to the relevant Performance Target will occur linearly between 33.3 per cent and 66.7 per cent of the Performance Shares pertaining to the relevant Performance Target and between 66.7 per cent and 100 per cent of the Performance Shares pertaining to the relevant Performance Target, respectively.

The NPS Target relates to the Company's Net Promoter Score in the fourth quarter of the financial year 2024 ("**NPS**"). The minimum level for the NPS Target will be a NPS of 61.0, the target level for the NPS Target will be a NPS of 65.0 and the maximum level for the NPS Target will be a NPS of 68.0. The levels for the NPS Target have been determined based on that the industry average NPS for E-commerce is 62.0 (<https://www.rentently.com/blog/good-net-promoter-score/>). An NPS above 60.0 has a positive impact on the re-buy rate of customers and this has formed the basis when determining the minimum level for the NPS Target to 61.0. The Board of Directors has further taken into account that since the Company grows in size, so does complexity, why it is expected that the NPS will decline from the level reported by the Company for the financial year 2021.

The Revenue Growth Target relates to the Company's compounded annual organic growth rate ("**CAGR**") during the financial years 2022, 2023 and 2024. CAGR will be calculated as ((net revenue in financial year 2024 (reduced with any non-organic net revenue generated through businesses acquired during the financial years 2022-2024) / net revenue in financial year 2021)^{1/3} - 1). The net revenue for the financial year 2024 will be adjusted in case there is a contractual change with brands, where the implications are that only the commission fee can be recognized as revenue. This would typically be in consignment or concession like agreement with brands. The minimum level for the Revenue Growth Target will be a CAGR of 15 per cent, the target level for the Revenue Growth Target will be a CAGR

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of 17 per cent and the maximum level for the Revenue Growth Target will be a CAGR of 22 per cent.

The EBIT Target relates to the Company's Adjusted EBIT (the profit/loss before interest and tax adjusted for share based payments related to employees and items affecting comparability) ("**Adjusted EBIT**") in the financial year 2024. The minimum level for the EBIT Target will be an Adjusted EBIT of MSEK 531, the target level for the EBIT Target will be an Adjusted EBIT of MSEK 559 and the maximum level for the EBIT Target will be an Adjusted EBIT of MSEK 587.

The final number of Performance Shares vested by each participant shall be rounded downwards to the nearest whole number.

6. In addition to the achievement of the Performance Targets, the allocation of Performance Shares shall be conditional upon that the Company's Adjusted EBIT margin (the profit/loss before interest and tax adjusted for share based payments related to employees and items affecting comparability / net revenue) in the financial year 2024 is at least 3.5 per cent. If this threshold level for the EBIT margin is not met, no Performance Shares shall be allotted in LTI 2022.

Furthermore, the allocation of Performance Shares shall also be conditional upon that the Company at all times during 2024 has fulfilled the financial covenants following from the then applicable loan agreement governing the Company's primary credit facility. To the extent this condition is not met, no Performance Shares shall be allotted in LTI 2022.

Finally, the allocation of Performance Shares shall also be conditional upon that the weighted average quarterly ratio (calculated based on each of the four quarters in the financial year 2024) for "Net working capital - per cent of LTM net revenue" as reported in the Company's full-year report for the financial year 2024 (the "**NWC Ratio**"), does not exceed certain levels to be determined by the Board of Directors before LTI 2022 is offered to the participants. The Board of Directors shall determine one threshold level and one maximum level for the NWC Ratio. If the threshold level is exceeded but the maximum level is not reached, the Board of Directors shall be entitled to decrease the number of Performance Shares to be allocated to the lower number of shares that the Board of Directors finds reasonable and if the maximum level is exceeded, no Performance Shares shall be allotted in LTI 2022. The Board of Directors intends to present the determined NWC Ratio in connection with the expiration of LTI 2022 at the latest.

7. Before the number of Performance Shares to be allocated is finally determined, the Board of Directors shall also make a general evaluation if allocation pursuant to the principles set out above is reasonable, having regard to the Company's results and financial standing, to conditions on the stock market and to other circumstances in general. If the Board of Directors finds that it is not reasonable, then the Board of Directors may decrease the

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number of Performance Shares to be allocated to the lower number of shares that the Board of Directors finds reasonable.

8. The number of Performance Shares shall be subject to recalculation in consequence of a bonus issue, split, rights issue, and/or other similar company actions.
9. Allotment and transfer of Performance Shares to the participants shall take place within 30 days after 27 April 2025. To the extent applicable insider rules would prevent transfer of Performance Shares to a participant within this period, the transfer of Performance Shares shall instead be made as soon as such restrictions have ceased to apply.
10. For the CEO and Other Group Management, allotment of Performance Shares will be conditional upon that the participants, subject to certain customary exceptions, undertake not to divest a certain percentage of the allotted Performance Shares during a period of 12 month following the delivery of the Performance Shares. The number of Performance Shares subject to the restriction shall as a starting point amount to 50 per cent of the allotted Performance Shares but for participants where the taxation triggered by the delivery of Performance Shares exceed 50 per cent, the percentage shall instead be calculated as 100 – the applicable tax rate.
11. Participation in LTI 2022 is conditional upon that the participation is legally possible and that the participation in the Company's sole opinion can be made with reasonable administrative costs for the Company.
12. The Board of Directors shall be responsible for the details and management of LTI 2022 within the framework of the main conditions as set out above, and the Board of Directors shall be authorized to make minor adjustments to these conditions as required by law or for administrative reasons. The Board of Directors shall also be authorized to adjust or deviate from the terms and conditions as required by local laws and regulations as well as existing market practices. The Board of Directors shall also be entitled to resolve on diverging terms for the allocation of Performance Shares in connection with cessation of employment due to death, early retirement or similar occasions or due to termination by the Company that is not related to misconduct by the participants. In these cases the Board of Directors may resolve that the participant will be entitled to receive a proportionate part of the Performance Shares. Furthermore, in the event of a public take-over offer, a sale of the Company's business, liquidation, merger or any other such transaction affecting the Company, the Board of Directors shall be entitled to resolve that the Performance Shares shall vest and be allotted on completion of such transaction. The Board of Directors will make this resolution based on the level of achievement of the Performance Targets and any other factors deemed relevant by the Board of Directors. Finally, the Board of Directors is also entitled to adjust vesting and allotment if such has been made based on information which later proves to be incorrect.

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B. Authorization on directed issues of series C shares

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors, for the period up until the next Annual General Meeting, on one or several occasions, to issue a maximum of 850,000 series C shares. The new shares may, with deviation from the shareholders' preferential rights, only be subscribed for by a bank or a securities company at a subscription price which corresponds to the quota value. The purpose of the authorization and the reason for the deviation from the shareholders' preferential rights in connection with an issue of shares is to secure delivery of Performance Shares under LTI 2022, which shall be effected through the Company repurchasing the series C shares issued pursuant to the authorization in section C below and thereafter, when the series C shares have been converted to ordinary shares, by transferring ordinary shares to the participants in LTI 2022 in accordance with section D below.

C. Authorization on repurchase of series C shares

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors, for the period up until the next Annual General Meeting, on one or several occasions, to repurchase its own series C shares. Repurchase may only be effected through a public offer directed to all holders of series C shares and shall comprise all outstanding series C shares. Repurchase may also be made of so-called interim shares, by Euroclear Sweden AB designated as a Paid Subscribed Share (Sw. Betald Tecknad Aktie (BTA)), regarding a series C share. Repurchase shall be made at a purchase price per share which corresponds to the quota value of the share. The purpose of the proposed repurchase authorization is to secure delivery of Performance Shares under LTI 2022.

The Board of Directors' statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act (Sw. aktiebolagslagen) is presented in a separate document provided with this proposal.

D. Resolution on transfer of own ordinary shares

In order to fulfil the Company's obligations towards participants in LTI 2022, the Board of Directors proposes that the Annual General Meeting resolves that the Company shall transfer own ordinary shares as follows:

1. The Company shall have the right to transfer the number of ordinary shares that the Company has a maximum obligation to allocate as Performance Shares to participants in LTI 2022, at most 850,000 shares.
2. The number of shares that may be transferred pursuant to LTI 2022 shall be subject to recalculation in consequence of a bonus issue, split, rights issue, and/or other similar corporate action which affects the number of shares in the Company.
3. The right to acquire ordinary shares shall, with deviation from the shareholders' preferential rights, vest in participants in LTI 2022 who are entitled to be allotted Performance Shares in accordance with the terms and conditions of the program.

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4. Transfer of shares to participants in LTI 2022 shall be made free of charge and be executed at the relevant time specified in the terms and conditions for LTI 2022.

The reason for the deviation from the shareholders' preferential rights in connection with the transfers of own ordinary shares is to enable the Company's delivery of Performance Shares to participants in LTI 2022.

Costs, impact on key ratios, existing incentive programs and dilution

LTI 2022 will be 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.

The Board of Directors has made a preliminary cost calculation for LTI 2022, which is based on the assumption of a share price of SEK 135 at the start of the program. The IFRS 2 costs for the Performance Shares related to the Performance Targets have been estimated to SEK 135 per Performance Share. If the Company estimates an employee turnover of 0 per cent until shares are received approximately three years later, and excludes future dividends of the Company's share, the total costs for LTI 2022 including costs for social security contributions, are estimated to be approximately MSEK 151, provided that all the Performance Targets are met in full.

Based on the calculation of the total cost as per the above, the anticipated annual costs, including costs for social security contributions, is SEK 50.3 million, which corresponds to approximately 11.5 per cent of the Company's total employee costs for the financial year 2021. Based on the calculation of the annual costs and the dilution calculated as per the below, the key figure earnings per share for the full year 2021 had been changed from SEK 2.87 to SEK 2.26 had the Company expensed 1/3 of the total costs for LTI 2022 in 2021.

As per the date of the notice, the number of shares in the Company amounts to 67,467,637, whereof 65,498,601 ordinary shares and 1,969,036 are series C shares which were issued in connection with the previous performance-based share programs and that will be converted into ordinary shares prior to delivery to participants.

The maximum number of Performance Shares that can be issued in relation to LTI 2022 amounts to 850,000, which corresponds to a dilution of approximately 1.28 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 2022.

Since previously, there are four incentive programs in the Company in the form of one employee option program and three performance-based share programs (LTI 2019, LTI 2020 and LTI 2021). The existing incentive programs can lead to that in the aggregate 1,974,928 new ordinary shares are issued. In case all outstanding incentive programs as well as the proposed LTI 2022 are exercised in full, a total of 2,824,928 new ordinary shares will be issued, which corresponds to a dilution of approximately 4.13 per cent of the Company's ordinary shares, calculated on the number

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of ordinary shares that will be added upon full exercise of all outstanding incentive programs as well as the proposed LTI 2022.

The above calculations regarding dilution and impact on key ratios are subject to re-calculation of the warrants in accordance with the customary recalculation terms included in the complete applicable warrant terms.

Preparation of the proposal

The proposal for LTI 2022 has been prepared by the Remuneration Committee together with external consultants. The final proposal has been resolved upon by the Board of Directors.

Majority requirement

The Board of Directors' proposal on implementation of a long-term incentive program in accordance with Sections A to D above constitutes an overall proposal which shall be resolved upon as one resolution. The resolution is subject to the provisions in Chapter 16 of the Swedish Companies Act (Sw. aktiebolagslag 2005:551), and a valid resolution hence requires that the proposal is supported by shareholders with at least nine-tenths of the votes cast as well as of all shares represented at the Annual General Meeting.

The Chairman of the Board of Directors, or anyone appointed by him, shall be authorized to make minor formal adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office (Sw. Bolagsverket) or Euroclear Sweden AB.

Malmö in March 2022

The Board of Directors of Boozt AB (publ)

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Schedule 9

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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 27 April 2022 resolves to authorize the Board of Directors to resolve on acquisition of own 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).

In accordance with the proposed authorization, the Company will be entitled to repurchase a maximum of 850,000 own series C shares for a price corresponding to the quota value of the shares, approximately SEK 0.0833. Thus, the total amount that may be paid upon acquisition pursuant to the proposed authorization amounts to approximately SEK 71,000.

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 2021. The annual report sets forth the Company's and the group's financial position as of 31 December 2021. 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 2021, the Company's unrestricted equity (available profit and unrestricted reserves) amounts to approximately SEK 1,850 million. As per the balance sheet date, 31 December 2021, 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 authorization to acquire own series C shares is exercised in full. Even if the proposed repurchase authorization is exercised in full, the impact on the Company's and the group's liquidity will be marginal.

The Board of Directors is of the opinion that acquisition of own series C shares pursuant to the proposed authorization 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 authorization 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 authorization for acquisition of own series C shares, 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 authorization to resolve on acquisition of own series C shares is justifiable with respect to the requirements imposed by the

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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.

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

Malmö on 24 March 2022

Boozt AB (publ)

The Board of Directors

Henrik Theilbjørn

Jón Björnsson

Kent Stevens Larsen

Cecilia Lannebo

Luca Martines

Julie Wiese

Aileen O'Toole

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