

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.