

# Boozt

## Press Release

MALMÖ, SWEDEN, MAY 27, 2020

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### Bulletin from the Annual General Meeting in Boozt AB on 27 May 2020

**Today, on 27 May 2020, an annual general meeting was held in Boozt AB. A summary of the resolutions adopted follows below. All resolutions were adopted with the required majority of votes. At the annual general meeting, the board of directors withdrew its proposals for resolutions on (i) authorization for the board of directors regarding new share issues (item 16 on the agenda) and (ii) implementation of a long-term incentive program for the company's CEO, Group Management and key employees (item 17 on the agenda).**

#### **Resolution on adoption of accounts and allocation of the company's result**

The annual general meeting resolved to adopt the income statement and balance sheet as well as the consolidated income statement and the consolidated balance sheet. The annual general meeting also resolved to distribute the company's result in accordance with the proposal from the board of directors meaning that no dividends are paid to the shareholders and that the available funds of SEK 765,216,145 are carried forward.

#### **Discharge of the members of the board of directors and the CEO from liability**

The annual general meeting resolved to discharge the members of the board of directors and the CEO from liability for the financial year 2019.

#### **Election of the board of directors and auditors as well as remuneration for the members of the board of directors and auditors**

The annual general meeting resolved, in accordance with the proposal from the Nomination Committee, to re-elect Henrik Theilbjørn, Jón Björnsson, Kent Stevens Larsen, Bjørn Folmer Kroghsbo, Cecilia Lannebo and Luca Martines as ordinary board members. Henrik Theilbjørn was re-elected as Chairman of the board.

Furthermore, the annual general meeting resolved that remuneration to the board of directors shall be paid with SEK 600,000 to the Chairman of the board and with SEK 300,000 to each of the other board members who are not employed by the company. Remuneration for committee work shall be paid with SEK 150,000 to the Chairman of the Audit Committee, with SEK 100,000 to each of the other members in the Audit Committee, with SEK 75,000 to the Chairman of the Remuneration Committee and with SEK 40,000 to each of the other members in the Remuneration Committee.

The annual general meeting also resolved to re-elect Deloitte AB as auditor and that the remuneration to the auditor shall be paid in accordance with customary norms and approved invoice. Deloitte AB has informed that Didrik Roos will continue to be appointed as the responsible auditor.

#### **Resolution on instruction for the Nomination Committee**

The annual general meeting resolved that a Nomination Committee shall be appointed before the coming election and remuneration. The Nomination Committee for the annual general meeting 2021 shall be composed of representatives of the three largest shareholders listed in the share registry held by Euroclear Sweden as per the end of August 2020, together with the Chairman of the board. Furthermore, an instruction for the Nomination Committee was adopted.

#### **Resolution on guidelines for remuneration to senior executives**

The annual general meeting resolved in accordance with the proposal from the board of directors to adopt guidelines for remuneration to senior executives.

#### **Resolution on amendment of the Articles of Association**

The annual general meeting resolved in accordance with the proposal from the board of directors to amend 1 § in the Swedish version of the Articles of Association so that "firma" is replaced with "företagsnamn", 4 § so that the limits for the share capital and number of shares in the company are amended, and 10 § so that the provision, due to an anticipated upcoming legislative change, does not stipulate on which date the record date shall occur.

#### **Resolution on authorization for the board of directors regarding new share issues**

The board of directors withdrew its proposal for resolution on authorization for the board of directors regarding new share issues. The background to the withdrawal was that certain international institutional shareholders had informed the company that they intended to vote against the proposal which would result in that the required majority requirement of two-thirds of the votes cast as well as of all shares represented at the annual general meeting would not be met. The board of directors intends to prepare a revised proposal for an issue authorization that will be presented for adoption at a subsequent extraordinary general meeting.

#### **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 withdrew its proposal for resolution on implementation of a long-term incentive program for the company's CEO, Group Management and key employees. The background to the withdrawal was that certain international institutional shareholders had informed the company that they intended to vote against the proposal which would result in that the required majority requirement of nine-tenths of the votes cast as well as of all shares represented at the annual general meeting would not be met. The board of directors intends to prepare a revised proposal for a long-term incentive program that will be presented for adoption at a subsequent extraordinary general meeting.

#### **Malmö on 27 May 2020**

#### **Boozt AB (publ)**

*The information was submitted for publication, through the agency of the contact persons set out below, at 16.00 CEST on 27 May 2020*

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