

# Boozt

## Press Release

MALMÖ, SWEDEN, MAY 27, 2021

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### BULLETIN FROM THE ANNUAL GENERAL MEETING IN BOOZT AB ON 27 MAY 2021

**Today, on 27 May 2021, the Annual General Meeting was held in Boozt AB. In light of the ongoing Covid-19 pandemic and in order to reduce the risk of infection spreading, the Annual General Meeting was held only by advance voting (postal vote) in accordance with temporary legislation. A summary of the resolutions adopted follows below. All resolutions were adopted with the required majority of votes.**

#### **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 1,654,733,665 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 2020.

#### **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, Cecilia Lannebo and Luca Martines as ordinary board members and to elect Julie Wiese and Aileen O'Toole as new ordinary board members. Henrik Theilbjørn was re-elected as Chairman of the Board of Directors. The board member Bjørn Folmer Kroghsbo had declined re-election.

Furthermore, the Annual General Meeting resolved that remuneration to the Board of Directors 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. Remuneration for committee work shall be paid with SEK 250,000 to the Chairman of the Audit Committee, SEK 175,000 to each of the other members in the Audit Committee, SEK 150,000 to the Chairman of the Remuneration Committee and SEK 100,000 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 in accordance with the proposal from the Nomination Committee that a Nomination Committee shall be appointed before the coming election and remuneration. The Nomination Committee for the Annual General Meeting 2022 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 2021, together with the Chairman of the Board of Directors. 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 on guidelines for remuneration to senior executives.

#### **Resolution on approval of the remuneration report**

The Annual General Meeting resolved to approve the Board of Directors' remuneration report for the financial year 2020.

#### **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 § 10 of the Articles of Association so that the Board of Directors may collect powers of attorney in accordance with the procedure described in the Swedish Companies Act (2005:551) and that the Board of Directors may decide that shareholders shall be able to exercise their voting rights by post before a general meeting.

#### **Resolution on authorization for the Board of Directors regarding new share issues of ordinary shares**

The Annual General Meeting resolved in accordance with the proposal from the Board of Directors 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 percent 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.

#### **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 Annual General Meeting resolved in accordance with the proposal from the Board of Directors to implement a long-term incentive program in the form of a performance-based share program for the company's CEO, Group Management and key employees ("LTI 2021"). LTI 2021 means that approximately 35 participants will be offered the possibility to participate in a performance-based share program. Provided that certain performance targets are met or exceeded, participants in LTI 2021 shall be given the opportunity to receive ordinary shares in the company free-of-charge ("Performance Shares"). The maximum number of Performance Shares that may be issued under LTI 2021 amounts to 630,000, which corresponds to a dilution of approximately 0.98 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 2021.

In order to secure the company's delivery of Performance Shares to the participants under LTI 2021, the Annual General Meeting also resolved to (i) authorize the Board of Directors to resolve on directed issues of series C shares, whereby the new shares, with deviation from the shareholders' preferential rights, only may be subscribed for by a bank or a securities company at a subscription price which corresponds to the quota value of the shares; (ii) authorize the Board of Directors to resolve to repurchase own series C shares; and (iii) approve transfer of own ordinary shares to the participants under LTI 2021.

**Malmö on 27 May 2021**  
**Boozt AB (publ)**

*The information was submitted for publication, through the agency of the contact persons set out below, at 12.00 CEST on 27 May 2021.*

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Boozt is a leading, fast-growing and profitable Nordic technology company selling fashion online. The Group generated net sales amounting to SEK 4.4 billion in 2020. Boozt offers its customers a curated and contemporary selection of fashion brands, relevant to a variety of lifestyles, mainly through its multi-brand webstore Boozt.com. The company is focused on using cutting-edge, in-house developed technology to curate the best possible customer experience. Besides Boozt.com, the company also runs the webstore Booztlet.com and retail stores Booztlet and Beauty by Boozt in Denmark. For more information, please visit [www.booztgroup.com](http://www.booztgroup.com).