



# CORPORATE GOVERNANCE REPORT

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Boozt AB (publ) is a Swedish public limited liability company listed on Nasdaq OMX Stockholm (mid cap) and Nasdaq OMX Copenhagen (mid cap). Corporate governance refers to the system through which shareholders directly or indirectly govern the company. The company's governance is based on Swedish law, the company's Articles of Associations, Nasdaq Stockholm's Rule Book for Issuers and internal rules and instructions. The company also applies the Swedish Corporate Governance Code (the "Code"). The Code applies to all Swedish companies with shares listed on a regulated market in Sweden.

The company is not obliged to comply with all rules in the Code since the Code provides for the possibility to deviate from the rules, provided that any such deviations and the chosen alternative solutions are described and that the reasons for the deviation are explained in the corporate governance report (according to the "comply or explain principle").

During 2020 Boozt did not deviate from the Code.

### Cross listing and Danish Corporate Governance

Boozt is a Swedish public limited liability company and accordingly, Boozt follows Swedish rules, regulations and guidelines as described above. However, as a company with shares admitted to trading on both Nasdaq OMX Stockholm and Nasdaq OMX Copenhagen, Boozt is required to each year provide a general description of the main differences between the Code and the Danish recommendations on corporate governance (the "Recommendations") issued by the Danish committee on corporate governance. The company has no obligation to follow or report separately on the Recommendations.

The overall aims and principles of the Code and the Recommendations are similar and include recommendations in relation to shareholder engagement, tasks and procedures of the board of directors, board composition and board committees as well as management remuneration.

The overall differences are described below.

### Shareholder engagement

#### Election of chair of the annual general meeting

The Code stipulates that the chair of the annual general meeting shall be appointed by the nomination committee. In a Danish context, the board of directors will usually appoint a chair of the general meeting and this is not regulated in the Recommendations.

#### Minutes of the annual general meeting

The Code recommends that a shareholder who is independent from the company and its board of directors is appointed to verify and sign the minutes of general meetings. Such practice does not exist in Denmark and the minutes are approved and signed by the chair of the general meeting in accordance with Danish company law.

#### Policies

The Recommendations include recommendations for a listed company to adopt policies regarding communication and investor relations as well as adopt contingency procedures in case of a public takeover of the company. Such recommendations are not included in the Code, however Boozt has adopted a communications policy which governs both internal and external communications, including in relation to investors. Boozt has not currently adopted formal written procedures in case of a public takeover.

### Procedures and tasks of the board of directors

#### Participation in daily management

Pursuant to the Recommendations, any participation by a board member in the daily management of the Company shall be approved by the board and publicly disclosed. None of the members of the board of directors of Boozt participates in the daily management of the Company.

### Board composition and board committees

#### Independence of board members

The Code distinguishes between board members' independence from the company and its executive management and independence from the company's major shareholders in two separate recommendations. Independence in relation to major shareholders is not a part of the Recommendations, however in order to be considered independent a board member should not be a representative of or be associated with a controlling shareholder.



#### Chair of the board

The Code stipulates that the chair of the board shall be elected by the general meeting. This is not the case in a Danish context. Further, the specific tasks of the chair are more detailed in the Code, however Danish practice is in line with the tasks and responsibilities of the Code. The Recommendations stipulate that a deputy chair shall be elected, which is not included in the Code.

#### Board committees

Both the Code and the Recommendations stipulate that a Company should have an audit committee, a remuneration committee and a nomination committee.

A main difference between the Code and the Recommendation is that a nomination committee pursuant to the Code consists of members elected directly by the shareholders whereas members of a nomination committee pursuant to the Recommendations are elected by and among members of the board of directors. The tasks of the nomination committee in a Swedish context are also more comprehensive than the tasks of the nomination committee in a Danish context.

The Company follows the Swedish practice pursuant to the Code, and accordingly the nomination committee consists of shareholder elected committee members and the tasks carried out are in line with the recommendations of the Code.

### Management remuneration

#### Performance criteria

Pursuant to the Code any variable remuneration is to be linked to predetermined and measurable performance criteria. In a Danish context variable remuneration is more broadly defined, and there is no recommendation that predetermined and measurable performance criteria should be applied, however any performance criteria, if applied, should be described in the remuneration policy.

#### Approval of incentive programmes

According to the Code, all share based incentive programmes are to be approved by the general meeting, including the principle conditions for the programme. In a Danish context share based programmes may be established and approved by the board as long as such programme is within the limits of the remuneration policy as adopted by the general meeting.

#### Board compensation

The Recommendations stipulate that board members should not be provided with variable remuneration. The Code stipulates that programmes designed for board members are to be devised by the company's owners and to promote long-term ownership.

## Shares and shareholders

The Boozt share has been traded on Nasdaq OMX Stockholm (mid cap) since May 31, 2017 and on Nasdaq OMX Copenhagen (mid cap) since November 20, 2020. At the end of 2020, the total number of shares and votes was 64,067,164, distributed among approximately 15,000 shareholders. The share capital consists of two share classes: ordinary shares (63,692,578 shares issued) with 1 voting right per share and C shares (374,586 shares issued) with 1/10 voting right per share. There are no restrictions on the number of votes each shareholder can cast at the Annual General Meeting.

The ten largest known shareholders accounted for 54.50% of the shares outstanding. On December 31, 2020, there were no shareholders with holdings that separately represented 10% or more of the number of shares and votes in the company.

10 largest known shareholders as per December 31, 2020:

Name	Ownership (%)
FERD AS	8.9
SAMPENSION KP LIVSFORSIKRING A/S	8.7
ARBEJDSMARKEDETS TILLÆGSPENSION (ATP)	7.8
SWEDBANK ROBUR FUNDS	6.9
INVESCO	5.9
KABOUTER MANAGEMENT LLC	5.6
RUANE, CUNNIF & GOLDFARB	3.1
LÄNSFÖRSÄKRINGAR FUNDS	2.7
FRIHEDEN INVEST A/S	2.6
BLS CAPITAL FONDSMÆGLERSELSKAB A/S	2.3
<b>TOTAL 10 LARGEST SHAREHOLDERS</b>	<b>54.5</b>

Source: Monitor by Modular Finance AB



## General Meeting

The general meeting is the Company's highest decision-making forum, where the shareholders exercise their right to decide on the Company's affairs.

The Annual General Meeting is held once a year, within six months from the end of the financial year. Notice of general meetings shall be published in the Swedish Official Gazette and be kept available on the company's website. At the time of the notice, an announcement with information that the notice has been issued shall be published in Svenska Dagbladet.

Registered shareholders who have given notice of their attendance on time are entitled to participate in the meeting and vote for the total number of shares they hold. Shareholders who wish to participate in a general meeting must be included in the shareholders' register maintained by Euroclear Sweden on the day falling six banking days prior to the meeting and notify the Company of their participation no later than on the date stipulated in the notice convening the meeting. Shareholders may attend the general meetings in person or by proxy and may be accompanied by a maximum of two advisors. Typically, it is possible for a shareholder to register for the general meeting in several different ways as indicated in the notice of the meeting. A shareholder may vote for all shares owned or represented by the shareholder. Extraordinary general meetings can also be held when needed.

Among other things, the general meeting makes decisions concerning:

- Adoption of the income statement and balance sheet
- Adoption on consolidated income statement and statement of financial position
- Appropriation of the earnings according to the adopted balance sheet
- Resolution on authorisation for the Board of Directors regarding new share issue
- Resolution on implementation of long-term incentive program by way of directed issue of warrants and approval of transfer of warrants
- Discharge of the members of the Board of Directors and the CEO from liability
- Election of board members and the Chairman of the Board
- Remunerations to the Board of Directors
- Amendments to the Articles of Association
- Election of auditor
- Establishment of principles for the nomination committee

#### 2020 Annual General Meeting

The Annual General Meeting was held in Malmö on May 27, 2020. At the Annual General Meeting, the board of directors withdrew its proposals for resolutions on authorization for the board of directors regarding new share issues (item 16 on the agenda) and implementation of a long-term incentive program for the company's CEO, Group Management and key employees (item 17 on the agenda). All remaining resolutions were passed with the required majority. In accordance with the proposal from the Nomination Committee Henrik Theilbjørn, Jón Björnsson, Kent Stevens Larsen, Cecilia Lannebo, Luca Martines and Bjørn Folmer Kroghsbo was re-elected as ordinary board members. Henrik Theilbjørn was re-elected as Chairman of the board.

#### 2020 Extraordinary General Meeting

The Extraordinary General Meeting was held in Malmö on July 1, 2020. All resolutions were adopted with the required majority. The extraordinary general meeting resolved, in accordance with the proposals 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 and 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 2020").

#### 2021 Annual General Meeting (the "AGM")

The AGM will be held digitally on May 27, 2021, as a postal voting meeting. A person who wishes to participate in the AGM must notify the company by casting its postal vote in advance. Details of the notification procedure are published in the notice convening the AGM. Notice to attend the AGM along with proposals from the Nomination Committee will be published on the company's website no later than April 26, 2021.

Important dates for the AGM:

Important dates for the AGM:

May 19, 2021 - record date for the 2021 AGM

May 20, 2021 - 3:00PM deadline for re-registration of shares held with VP Securities in Denmark

May 21, 2021 - deadline for re-registration of shares held with Euroclear Sweden

May 26, 2021 - deadline for notification of attendance by casting postal vote

A shareholder who wishes to have a matter considered by the Annual General Meeting must submit a written request

- via email to: [agm@boozt.com](mailto:agm@boozt.com) or
- by letter to: Boozt AB (publ), Att: AGM/Årsstämma, Box 4535, 203 20 Malmö, Sweden.

Proposals for the Agenda shall be submitted no later than seven weeks prior to the Annual General Meeting, or in any case, if required, in time for the matter to be included in the notice convening the Annual General Meeting.

#### Nomination Committee

Companies complying with the Code shall have a nomination committee. According to the Code, the General Meeting shall appoint the members of the nomination committee or resolve on procedures for appointing the members. The Nomination Committee shall, pursuant to the Code, consist of at least three members of which a majority shall be independent in relation to the Company and the Group Management. In addition, at least one member of the nomination committee shall be independent in

relation to the largest shareholder in terms of voting rights or Group of shareholders who cooperates in terms of the Company's management. At the Annual General Meeting held on May 27, 2020 it was resolved that the Nomination Committee should consist of representatives of the three largest shareholders listed in the shareholders' register maintained by Euroclear Sweden as of August 31, 2020 and the Chairman of the Board. The member representing the largest shareholder shall be appointed chairman of the nomination committee, unless the Nomination Committee unanimously appoints someone else.

The largest shareholders as per August 31, 2020 were Sampension KP Livsforsikring A/S (9.6%), ATP (9.6%) and Ferd AS (8.6%). In order of size, the largest shareholders were asked if they would accept a seat on the Nomination Committee. ATP (9.6%), Swedbank Robur Funds (7.6%) and Länsförsäkringar Funds (3.8%) accepted the seats. The Nomination Committee is therefore represented by Claus Wiinblad (ATP), Caroline Sjösten (Swedbank Robur Funds), Johannes Wingborg (Länsförsäkringar Funds) and together with the Chairman of the Board of Directors Henrik Theilbjørn constitute the Nomination Committee. The Nomination Committee has appointed Claus Wiinblad as chairman of the Nomination Committee as per August 31, 2020.

On March 5, 2021 Boozt informed that BLS Capital Fondsmæglerselskab A/S was now the largest owner and thus BLS representative Anders Lund took a seat on the Nomination Committee and Johannes Wingborg representing Länsförsäkringar Funds left the Nomination Committee at the same time.

The Nomination Committee's complete proposals to the 2021 AGM will be presented in the official notification of the AGM.

Assessing the performed work by the board as well as the composition of the board, is reviewed continuously over the year. The Nomination Committee held meetings at the end of 2020 and in the beginning of 2021.

### Board of Directors

The Board of Directors is the second highest decision-making body of the Company after the Annual General Meeting. Members of the Board of Directors are normally appointed by the Annual General Meeting for the period

until the end of the next Annual General Meeting. According to the Company's articles of association, the members of the Board of Directors elected by the general meeting shall be not less than three and not more than ten members with no deputy members. At the 2020 AGM, 6 board members were elected, without deputy members.

### Responsibilities of the Board of Directors and composition

According to the Swedish Companies Act, the Board of Directors is responsible for the organisation of the Company and the management of the Company's affairs, which means that the Board of Directors is responsible for, among other things, setting targets and strategies, securing processes and systems for evaluation of targets, continuously assessing the financial condition and profits as well as ensuring an appropriate organisation, management, guidelines and internal control. The Board of Directors is also responsible for ensuring that annual reports and interim reports are prepared in a timely manner. Moreover, the Board of Directors appoints the Group CEO. According to the Code, the Chairman of the Board of Directors is to be elected by the General Meeting and is responsible for managing the work of the Board of Directors and to ensure that the work of the Board of Directors is efficiently organised. The Board of Directors applies written rules of procedures, which are revised annually and adopted by the inaugural board meeting every year. Among other things, the rules of procedure govern the practice of the Board of Directors and the division of work between the members of the Board of Directors and the Group CEO.

The Board is evaluated each year for the purpose of developing the board's work and to create a basis for the Nomination Committee's evaluation of the Board's composition. The latest evaluation of the Board took place in November 2020, the board members did a self-assessment with satisfactory results. The Board's evaluation revealed that the Board's work has worked well and that comments from the 2019 evaluation was taken into account. The evaluation showed that the board is deemed well-composed and that the members adds relevant competence and has experience from various areas that are relevant to the Group's activities.

In 2020, the Board of Directors held 25 (16) meetings.

THE MEMBERS' ATTENDANCE IS PRESENTED IN THE TABLE BELOW.

Board of directors 2020			Independent in relation to			Attendance		
Name	Position	Member since	The Company and executive management	Major shareholders	Board meetings	Audit Committee meetings	Remuneration Committee meetings	Directors' fees - SEK (000)
Henrik Theilbjørn	Chairman of the Board	2009	Yes	Yes	25/25	6/6	8/8	740
Kent Stevens Larsen	Board member	2009	Yes	Yes	25/25	6/6	-	450
Jón Björnsson	Board member	2012	Yes	Yes	24/25		8/8	375
Cecilia Lannebo	Board member	2018	Yes	Yes	25/25	6/6		400
Bjørn Folmer Kroghsbo	Board member	2018	Yes	Yes	24/25	-	-	300
Luca Martines	Board member	2019	Yes	Yes	24/25	-	8/8	340

Directors' fees cover the period from AGM 2020 to AGM 2021.

### Work performed in 2020

During the fiscal year, the Board of Directors held 25 (16) meetings, including statutory, extraordinary and per capsulam. Ordinary meetings are held in accordance with a yearly adopted calendar. In addition to these meetings, additional board meetings can be convened to handle issues, which cannot be postponed until the next ordinary board meeting. In addition to the board meetings, the Chairman of the Board of Directors and the Group CEO continuously discuss the management of the Company.

During the year the Board regularly reviewed Boozt Group's consolidated earnings, financial position, organisation and administration. During its meetings, the Board has dealt with matters involving Boozt Group's strategy, including budget and other financial forecasting, capital structure and financing, investments in equipment, the establishment of new operations and continued streamlining of internal procedures and control processes.

The Company's Group CEO and other members of Group Management are present at all ordinary board meetings, but they do not participate when the Board evaluates the Group CEO or makes decisions regarding remunerations to Group Management or meets with the Company's auditors to evaluate Group Management.

At the inaugural board meeting, the Board of Directors adopts Rules of Procedure for the Board of Directors, written instructions to the Group CEO, including instructions for financial reporting.

### Audit committee

The Company's Audit Committee consisting of three members: Kent Stevens Larsen (chairman), Cecilia Lannebo and Henrik Theilbjørn. The Audit Committee shall, without it affecting the responsibilities and tasks of the Board of Directors, monitor the Company's financial reporting,

monitor the efficiency of the Company's internal controls, internal auditing and risk management, keep itself informed of the auditing of the annual report and the consolidated accounts, review and monitor the impartiality and independence of the auditors and pay close attention to whether the auditors are providing other services besides audit services for the Company, and assist in the preparation of proposals for the general meeting's decision on election of auditors.

The Audit Committee held 6 (6) meetings during 2020. The work of the Committee has mainly focused on review and improvement of the financial reporting and financial processes, examination of company risks and evaluation of the internal control environment, and follow-up and review of the work of the external auditor.

### Remuneration committee

Boozt has a remuneration committee consisting of three members: Jón Björnsson (chairman), Luca Martines and Henrik Theilbjørn. The remuneration committee shall prepare matters concerning remuneration principles, remuneration and other employment terms for the Group CEO and the Group Management.

The 2020 topics has mainly consisted of Short Term Incentive program, Long Term Incentive program and compensation for Group Management.

The remuneration committee held 8 meetings (4) during 2020.

### Diversity in the Board

In 2017, the Board of Directors adopted the "Group Policy – Diversity in the BoD" in compliance with the directives in the Swedish Corporate Governance Code stating that the Board of Directors should be constituted of members with diverse competences, experiences, and backgrounds.

The adopted policy states that members should possess the competence and experience appropriate for the responsibilities and work carried out for the Group.

Additionally, it should be considered if the individual members are appropriate considering the aim for diverse competences, experiences, and backgrounds within the Board of Directors with respect to gender, age, geographical origin and educational background.

It is the responsibility of the Nomination Committee of the Board of Directors to consider the requirements stated in the policy.

With respect to gender 1 out of total 6 members (16.6%) in the Board of Directors is a woman.







## Group CEO and Group Management

### Group CEO

The Group CEO is responsible for the daily operation of the Group in accordance with guidelines and instructions from the Board of Directors. The division of work between the Board of Directors and the Group CEO is set out in the rules of procedure for the Board of Directors and the written instructions to the Group CEO. The Group CEO is also responsible for the preparation of reports and compiling information for the board meetings and for presenting such materials at the board meetings. According to the instructions for the financial reporting, the Group CEO is responsible for the financial reporting in the Company and consequently must ensure that the Board of Directors receives adequate information for the Board of Directors to be able to assess the Company's financial condition.

Among other things, the Group CEO must focus on recruitment of senior executives, buying and logistics matters, the customer offering, pricing strategy, sales and

profitability, sustainability matters, marketing, business development and IT development. The Group CEO reports to the Board of Directors and makes the necessary preparations for taking decisions on investments, expansion, etc. The role of Group CEO includes contact with the financial market, media and legal authorities.

### Group Management

The Group CEO leads the Group Management team which consists of the Chief Financial Officer (CFO), Chief Commercial Officer (CCO), Chief Technical Officer (CTO), Chief Purchasing Officer (CPO), Chief Human Resources Officer, Chief Supply Chain Officer (CSCO), and Head of Investor Relations and Corporate Communication (IRM). The Group CEO leads the work of Group Management. Group Management meetings are held weekly and focus primarily on monitoring of performance and strategic and operative monitoring and development. A presentation of Group Management is available in the section "Group Management" on page 97-101.

## OWNERSHIP BY GROUP MANAGEMENT AND BOARD OF DIRECTORS AS PER DECEMBER 31, 2020.

Namn	Number of shares Directly owned	Number of shares Indirectly owned	% ownership	Number of warrants in program 2018/2021 Directly owned
Hermann Haraldsson (CEO)	370,335	106,911	0.74%	172,347
Sandra Gadd (CFO)*	11,000	50	0.02%	18,000
Peter G. Jørgensen (CCO)	239,364	3,700	0.38%	93,000
Jesper Brøndum (CTO)	221,116	6,000	0.35%	93,000
Mads Bruun Famme (CPO)	70,000	-	0.11%	93,000
Anders Enevoldsen (IRM)	12,000	-	0.02%	50,000
Lars Lindgaard (CSCO)	-	-	0.00%	-
<b>Group Management total</b>	<b>923,815</b>	<b>116,661</b>	<b>1.62%</b>	<b>519,347</b>
Henrik Theilbjørn	-	241,527	0.38%	-
Kent Stevens Larsen	682,521	-	1.07%	-
Jón Björnsson	28,569	-	0.04%	-
Bjørn Folmer Kroghsbo	-	-	0.00%	-
Cecilia Lannebo	5,000	-	0.01%	-
Luca Martines	-	-	0.00%	-
<b>Board of Directors total</b>	<b>716,090</b>	<b>241,527</b>	<b>1.49%</b>	<b>0</b>
<b>Board &amp; Management total</b>	<b>1,639,905</b>	<b>358,188</b>	<b>3.12%</b>	<b>519,347</b>

\*Shares/warrants bought prior to accepting CFO position and thereby becoming PDMR

## Auditors

Boozt AB's auditor Deloitte AB was elected by the 2020 AGM for a period of one year. Didrik Roos, certified public accountant, has been responsible for the audit of the company on behalf of Deloitte AB.

The auditor reports its findings to the shareholders by means of the auditors' report, which is presented to the AGM. In addition, the auditor reports detailed findings to the Audit Committee and to the full Board at least once a year, and annually provide assurance of their impartiality and independence to the Audit Committee.

The Auditors have met with the Board of Directors without Group Management's presence on 1 occasion during the year.

Audit engagements involve examination of the annual report and financial accounting, administration by the Board and Group CEO, other tasks related to the duties of a company auditor and consultations or other services that may result from observations noted during such examination or implementation of such other engagements. For more detailed information on auditing fees for the year, see note 7 in this annual report.

## Remunerations to Group Management

Remunerations to the Group CEO and other members of Group Management are decided by the Board of Directors, who are authorised to make decisions in accordance with guidelines for remunerations as set by the AGM. The Remuneration Committee presents recommendations to the Board of Directors.

### Guidelines for remuneration

The AGM held on May 27, 2020 adopted guidelines for remuneration applied for Group CEO and Group Management. The guidelines reflect the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders. The guidelines will apply unchanged for 2021.

## Remunerations of the CEO and Group Management

The remuneration of Boozt's Group Management is proposed by the Remuneration Committee and subsequently approved by the Board of Directors. The total remuneration shall be based on market terms, be competitive, well balanced, as well as contribute to good ethics and company culture. The fixed salary shall be based on the Group Management's competence and area of responsibility, be individual and shall normally be reviewed every year. See note 9 for more information.

### Short term incentive programs

The remuneration of Group Management shall include a short-term incentive program (STIP) which is measured on financial targets related to net cash position and compliance target related to financial credit facilities with a target of 25% of annual fixed salary. The STIP includes a possibility for Group Management to achieve a stretch bonus up to 25% of their annual fixed salary provided the Group's financial targets related to net cash position and compliance target related to financial credit facilities are exceeded.

The Board intends to propose changes to the STIP terms in the remuneration policy which will be submitted to the AGM in May. Proposed changes to be valid from 2022.

### Benefits

In addition to the fixed salary, Group Management shall have benefits such as company car, contribution to health activities and newspapers.

### Pension / Severance payments

Group Management shall not be entitled to a company paid pension scheme, but has a 5% mandatory self-financed pension scheme, which include insurances for health and loss of working ability. Severance payment cannot exceed 12 months of fixed salary if stipulated in contracts.

### Deviations from the guidelines

The Board may decide to deviate from the above guidelines if special reasons so justify. Deviations could include additional STIP elements based on length of employment, exceptional performance or similar. In such case the additional remuneration cannot exceed 50% of the fixed annual salary.

### Long-term incentive programs

The Company's long-term incentive programs (LTIP) shall have the objective of aligning interests of the Group Management and selected key employees with the long-term goals of the Company and its shareholders. The vesting period for long term incentive programs shall be at least three years. LTIPs shall always be based on shares or share linked instruments. LTIPs shall ensure a long-term commitment to the development of the Company. Any share based long term incentive programs will be subject to shareholder approval before being launched.

As per December 31, 2020 the Company has four outstanding programs: Stockoption program 2015/2025, Warrant program 2018/2021, Performance share program 2019/2022 and Performance share program 2020/2023.

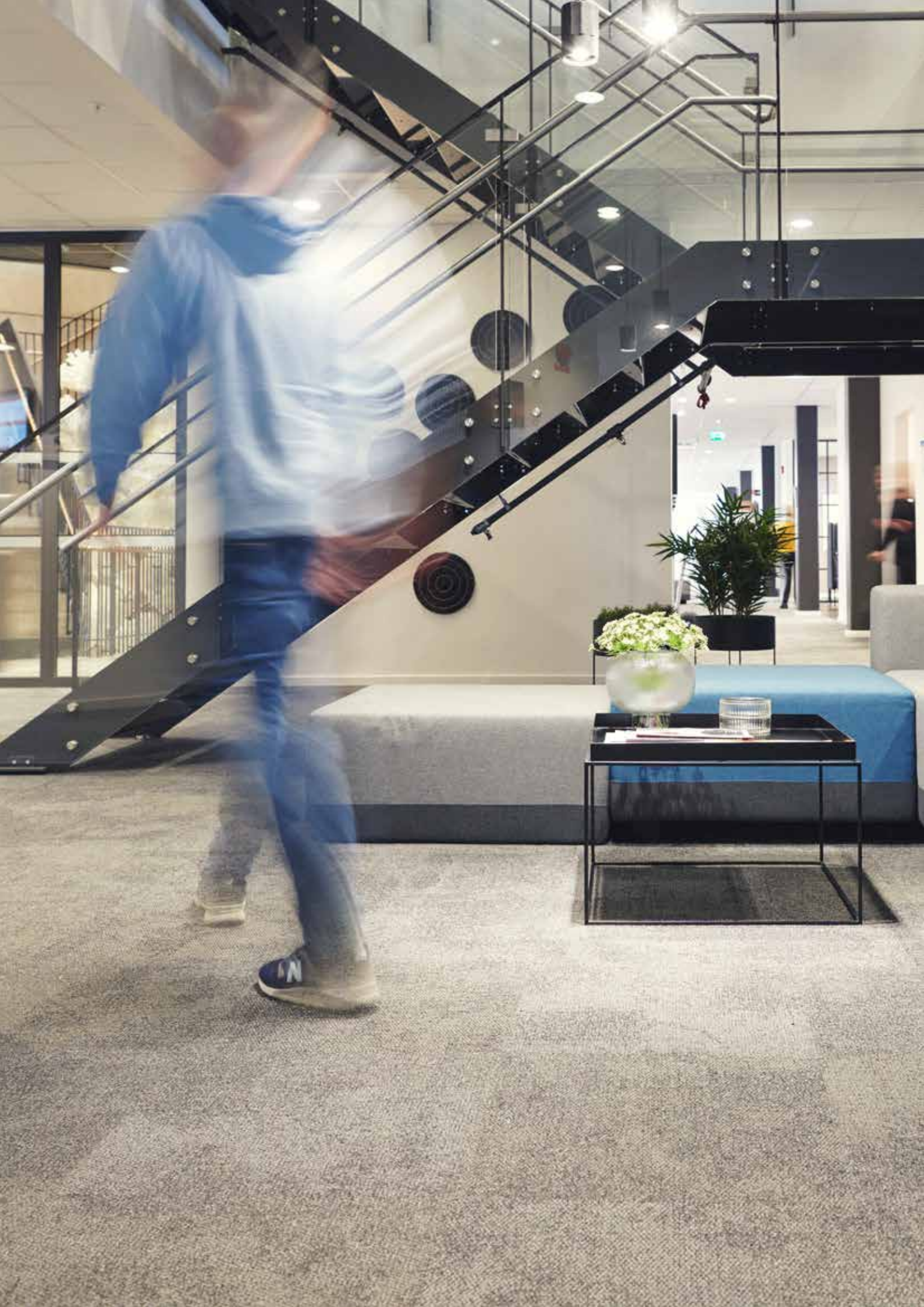
Stockoption program 2015/2025 was issued in November 2015 and fully vested by the participants in June 2020. In June 2018 the first 33% of the program vested with the possibility to exercise for the first time in August 2018. The next 33% vested in June 2019 with the possibility to exercise first time in August 2019 and the last 34% vested in June 2020 with the possibility to exercise in August 2020.

Warrant program 2018/2021 was issued in May 2018 where participants have bought warrants at Black Scholes value with an exercise window, June 1-14, 2021 at a predetermined share price of 96.31 SEK.

Performance share program 2019/2022 was issued in June 2019 where participants can receive a number of performance shares subject to certain performance targets (Share Price (Group Mgmt), Net Promoter Score, Revenue Growth, EPS and NWC ratio). Max number of shares to be awarded in the programme is 406,950 shares. The programme has a 36-month cliff vesting period and expires in July 2022.

Performance share program 2020/2023 was issued in July 2020 where participants can receive a number of performance shares subject to certain performance targets (Net Promoter Score, Revenue Growth, Adjusted EBIT and NWC ratio). Max number of shares to be awarded in the programme is 1,040,000 shares. The programme has a 36-month cliff vesting period and expires in July 2023.

For more information on the programs please see [www.booztgroup.com/annual-general-meeting](http://www.booztgroup.com/annual-general-meeting)



# THE BOARD'S REPORT ON INTERNAL CONTROLS

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To ensure that Boozt complies with applicable laws and regulations and to ensure that the Group's values are incorporated throughout the organisation the Group has adopted a Code of Conduct with mandatory principles regarding behaviour for management and employees. Additionally, several Group-wide policies have been adopted and a process for managing governing documents such as policies and procedures has been implemented.

In addition to the overall risk management system, a level of expected governance and key controls has been stipulated for identified key processes of the operations and supporting financial processes. The expected governance and key controls should be in place at all times with the purpose to enhance and ensure a sufficient level of internal controls. At least once a year the Board evaluates the identified top 20 risks of the company and discuss with Group Management the prioritisation of risks and which activities should be in place to mitigate any impact of risks.

Processes relating to financial closing and reporting are specifically considered in the internal control system. It appoints ownership of sub-processes and accountability to ensure compliance with applicable laws, regulations and internal policies and procedures. Processes managing the business and delivering value shall be defined within the business management system. Further descriptions (procedures, instructions) within the Group shall be aligned with these processes. Group CEO is responsible for the process structure within the Group.

The Board's focus is to strengthen the self-assessments of internal processes systematically in order to secure as little impact as possible in the event of errors or inadequacies.



### Information and communication

The Group's policies and procedures are updated on an ongoing basis by the appointed policy owner. The Board of Directors assesses the need to add/update or delete policies continuously. Policies are shared with all employees via a shared online portal. The policy owner is responsible to ensure that all employees to whom the policy is of importance are informed and aware of policies that should be applied.

A self-assessment of minimum requirements of defined controls mitigating identified risks for each business process shall annually be performed and reported to the Audit Committee and the Board of Directors. Group CFO is responsible for the self-assessment process, which is facilitated by the Internal Controls Function. In addition, the Internal Controls Function performs reviews of the Risk and Internal Controls system according to the plan agreed with the Board of Directors and Group Management.

The self-assessment has been carried out during 2020 without any significant findings and has been reported to the Audit Committee and the Board of Directors accordingly.

### Monitoring

Boozt Group shall comply with applicable laws and the Governing documents are a support for this. Management and employees have the responsibility for compliance

within the working areas that they are responsible for. Within the Governing documents each policy has an appointed owner that is responsible for following up on the policy within the Group. Group CFO is responsible for reporting to the Audit Committee and Board of Directors on policy compliance as a whole for the Group once a year.

The Group CEO shall address any request for exception in writing to the Board of Directors. The Board of Directors shall assess and decide on each request individually. The assessment shall take both local and group-wide risks into consideration.

### Internal audit

With respect to the Company's current size and operations, the Board of Directors has decided not to have a separate internal audit function, but it annually assesses the need of such a function. The Board has again assessed in 2020 that the most effective method for the monitoring and follow-up of internal control in the Group still is through an internal control function, which is integrated in the Group's finance function. This internal control function monitors all subsidiaries of the Group. The function regularly reports to the Group CFO, who in turn reports back to the Audit Committee. In addition, the company's external auditor review and assess the company's internal control environment and reports its observations and evaluation to the Audit Committee.



Everything we are.  
A part of your personal history,  
Your region, your tribe, your grandma.  
From those from the get-go."

5

Boozt



# BOARD OF DIRECTORS



## HENRIK THEILBJØRN

**Born:** 1961. **Chairman of the board since:** 2009.

**Education:** Master of Science in Economics and Management, Aarhus University.

**Other current assignments:** Chairman of the board of Rabens Saloner A/S, DAY Birger Mikkelsen A/S, Unique Furniture A/S, ELKA Rainwear A/S, Traede Aps. Board member of Sahva A/S. Member of the advisory board in Scan Global Logistics A/S. CEO of EMMADS Invest A/S.

**Previous assignments:** Chairman of the board of Bygghemma Group A/S, Shamballa Jewels A/S, PWT Holding A/S, Baum und Pferdgarten A/S, Languagewire A/S, Onstage ApS, Borch Textile Holding ApS, Borch Textile Group A/S, Birger Christensen China Holding A/S, Birger Christensen A/S, Saint Tropez af 1993 A/S, Munthe A/S and Bruuns Bazar A/S, Performance Group Scandinavia A/S, Carl Ras A/S, HTM Group A/S. Board member of Birger Christensen General Trading Company A/S, Jamist Holding A/S, Jamist A/S, Jamist Support A/S, Jamist Invest A/S, Langulize A/S, Bloomingville A/S, BV Holding Company ApS and HB Textil A/S.

### Shareholding in Boozt AB

- 241,527 indirectly



## JÓN BJÖRNSSON

**Born:** 1968. **Board member since:** 2012.

**Education:** Bachelor of Science in Business Administration, Rider University.

**Other current assignments:** CEO of Origo hf., Chairman Braud & Co, Board member of Perroy, Joe & Juice Iceland, Billboard, Klappir Green Solutions, Yay, Dropp

**Previous assignments:** CEO of Festi hf. Iceland and Magasin du Nord.

### Shareholding in Boozt AB

- 28,569 directly



## BJØRN FOLMER KROGHSBO

**Born:** 1958. **Board member since:** 2018.

**Education:** Trained banker and Board Certification from Board Assure and CBS Executive Board Leadership Masterclass.

**Other current assignments:** Manager at Capital Market Partners A/S.

**Previous assignments:** Senior Portfolio Manager at Sampension KP Livsforsikring A/S and previously their representative on the Boozt Board of Directors. Board member of Sampension Livsforsikring A/S and Sampension Administration A/S.

### Shareholding in Boozt AB

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## CECILIA LANNEBO

**Born:** 1973. **Board member since:** 2018.

**Education:** MBA from Mälardalen University and Wirtschaftsuniversität Vienna.

**Other current assignments:** CEO and director of I-Core Communications AB. Board member Zubizuri Pensionsstiftelse AB and deputy board member of Zubizuri AB.

**Previous assignments:** Head of Investor Relations in Humana AB, Leovegas AB and Balco Group AB, Research equity analyst at SEB Enskilda.

### Shareholding in Boozt AB

- 5,000 directly



## LUCA MARTINES

**Born:** 1975. **Board member since:** 2019.

**Education:** Bachelor in Political Science, Sapienza University of Rome, Italy.

**Other current assignments:** Chief Executive officer of Rewoolution (Reda1865 Group)

**Previous assignment:** president of YOOX and TheOutnet (YOOX-Net-á-porter Group)

### Shareholding in Boozt AB

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## KENT STEVENS LARSEN

**Born:** 1964. **Board member since:** 2009.

**Education:** Master of Science in Engineering, Technical University of Denmark and MBA, INSEAD.

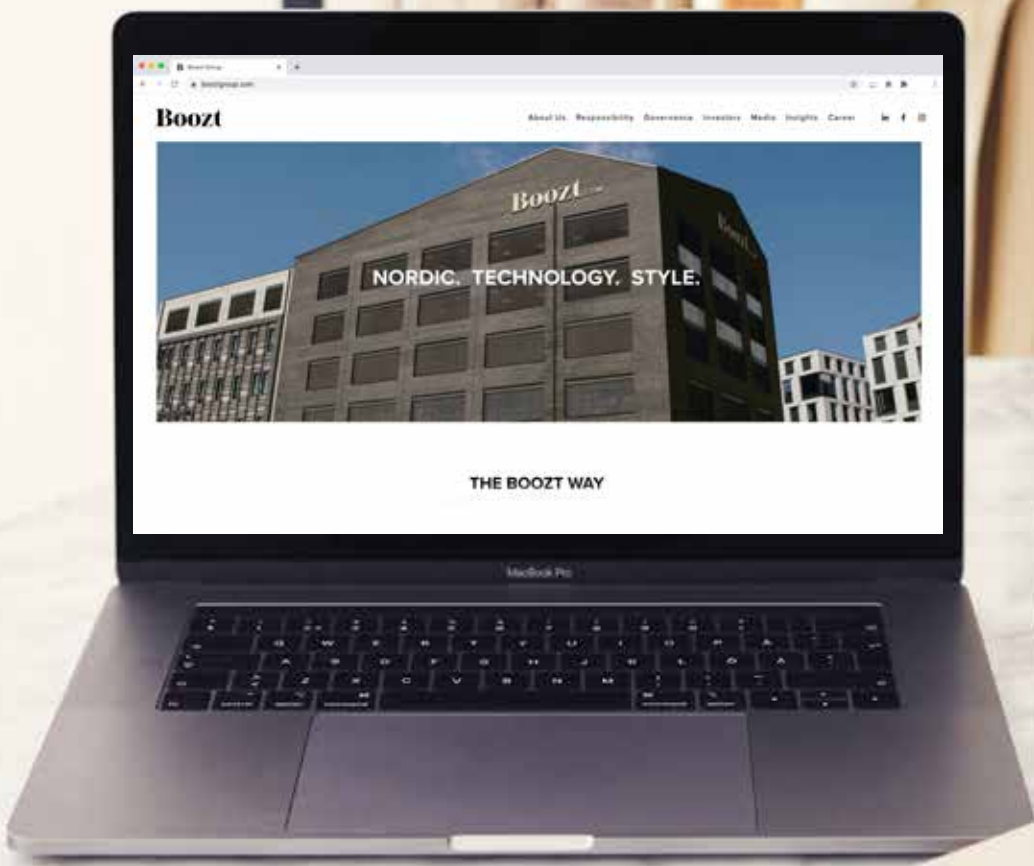
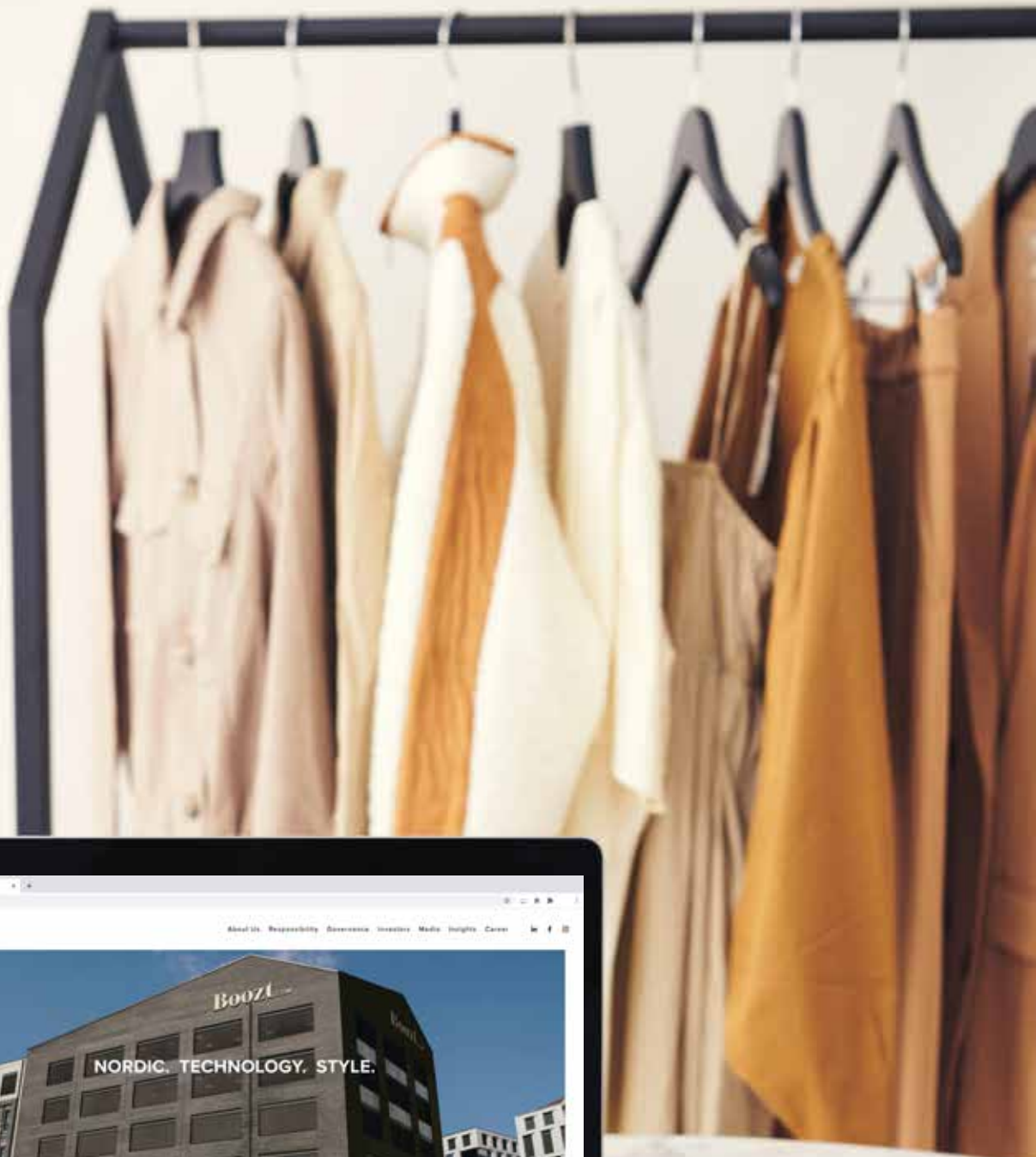
**Other current assignments:** CEO of Phoenix Capital ApS, Phoenix Advisors ApS, UM Properties ApS, Aketopa Holding ApS and Bjorktorpet Invest ApS.

Chairman of the board of Hørsholm City ApS. Board member of Dansk Vækstkapital II Komplementar ApS, Dansk Vækstkapital II K/S, Apoteka ApS, Hudkræftklinikken.dk ApS, Norna Playgrounds A/S and Norna Partners ApS.

**Previous assignments:** Senior Director at Nordic Capital and consultant at McKinsey & Co.

### Shareholding in Boozt AB

- 682,521 directly



# GROUP MANAGEMENT

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## **HERMANN HARALDSSON, CO-FOUNDER & GROUP CEO**

**Born:** 1966. **Group CEO since:** 2010.

**Education:** Master of Science in Business Economics, Copenhagen Business School.

**Board assignments:** TV2 Danmark A/S, Brøndbyernes I.F. Fodbold A/S.

The CEO is responsible for the daily management of the company as instructed by the Board of Directors. This means that, among other things, the CEO focuses on sales and profitability, the customer offering, expansion and business development. The CEO reports to the Board of Directors on Boozt's development and makes the necessary preparations for taking decisions on investments, expansion and other strategic matters. As CEO, Hermann is the primary contact for communicating with external stakeholders. Before joining Boozt, Hermann was CEO of Brøndbyernes IF Fodbold A/S, a company listed on Nasdaq Copenhagen. Previous positions include CEO of Omnicom Media Group Nordic.

### **Shareholding in Boozt AB**

- 370,335 directly
- 106,911 indirectly



**MADS BRUUN FAMME**  
**GROUP CPO**

**Born:** 1976. **Group CPO since:** 2017.

**Education:** Three years of economics studies at University of Southern Denmark.

As CPO (Chief Purchasing Officer), Mads oversees buying and merchandising. He focuses on using a data-driven approach combined with soft fashion buying skills. Mads is responsible for deciding the product and brand mix for Boozt, identifying the market wants and trends, and handling the stock mix and pricing strategies. Prior to Boozt, Mads was Head of Merchandising at Magasin du Nord in Denmark.

**Shareholding in Boozt AB**

- 70,000 directly



**JESPER BRØNDUM**  
**CO-FOUNDER & GROUP CTO**

**Born:** 1969. **Group CTO since:** 2010.

**Education:** Master of Science in Image analysis, Aalborg University and Ph.D. in Multivariate Data Processing Faculty of Science, Copenhagen University.

Jesper is responsible for Boozt's technical infrastructure, research & development, and maintenance of the e-commerce platform: webstores & apps, as well as all internal business systems and proprietary software. Before joining Boozt, Jesper was the Principal at Netcompany A/S.

**Shareholding in Boozt AB**

- 221,116 directly
- 6,000 indirectly



**ANDERS ENEVOLDSEN**  
**GROUP HEAD OF IR**  
**& CORPORATE COMMUNICATION**

**Born:** 1984. **Group Head of IR & Corporate**

**Communications since:** 2018.

**Education:** Master of Science in Applied Economics  
 & Finance, Copenhagen Business School.

Anders handles the day-to-day management of Investor Relations and corporate communication activities. Anders focuses on developing the corporate storyline, communication strategies, and other issues for management preparation. Prior to Boozt, Anders was Senior Investor Relations Officer at Chr. Hansen Holding A/S.

**Shareholding in Boozt AB.**

- 12,000 directly

*As communicated on January 12, 2021, Anders Enevoldsen was appointed the newly established position as Managing Director of Booztlet and will no longer be a part of Group Management as of April 2021.*



**SANDRA GADD**  
**GROUP CFO**

**Born:** 1983 **Group CFO since:** 2019.

**Education:** MBA, Lund University.

**Board assignments:** Hållbar E-handel

As CFO, Sandra's responsibilities include financial business planning including budgets and forecasts, liquidity and financing. Further, the Finance Team (responsible for accounting, tax and financial reporting as well as management of internal controls), the Legal team, the Sustainability team and the Order Management team (responsible for customer fraud and the Fair Use policy) within the Group are also under Sandra's purview. Prior to this role Sandra held the positions as Transformation Finance Manager and Business Development Director. Before joining Boozt, Sandra was an Authorized Public Accountant and Audit Manager at Deloitte.

**Shareholding in Boozt AB**

- 11,000 directly
- 50 indirectly



**SANDRA JOY SAHLERTZ**  
**GROUP CHRO**

**Born:** 1983. **Group CHRO since:** 2021.

**Education:** Master of Science in Business Administration, Copenhagen Business School.

Sandra holds the responsibility for Human Resources across the company. Her engagement includes but is not limited to developing and implementing our HR strategy with valuable business impact, ensuring that Boozt has the right team in place at all times. Furthermore, she is in charge of empowering and nurturing the culture at Boozt, securing an agile and passion-driven environment across the organization. Before joining Boozt, Sandra was Marketing Consultant at Telenor Group, listed on Oslo Stock Exchange.

**Shareholding in Boozt AB**

- 40,930 directly

*As communicated on May 26, 2020, Sandra Joy Sahlertz was appointed as Group CHRO. Sandra resumed her new position and became a member of Group Management when she returned from maternity leave in January, 2021.*



**PETER G. JØRGENSEN**  
**CO-FOUNDER & GROUP CCO**

**Born:** 1975. **Group CCO since:** 2011.

**Education:** Master of Science in Int. Marketing & Management, Copenhagen Business School.

**Board assignments:** ApoPro Online Apotek

Peter is responsible for the teams that drive sales, on- and offline marketing, CRM, design, usability and Business Intelligence. Before joining Boozt, Peter was CMO at Telenor Denmark, Consumer Market, a part of the Telenor Group, listed on Oslo Stock Exchange.

**Shareholding in Boozt AB**

- 239,364 directly
- 3,700 indirectly





**LARS LINDGAARD**  
**GROUP CSCO**

**Born:** 1972. **Group CSCO since:** 2020.

**Education:** Graduate Diploma in Business Administration, Copenhagen Business School.

Lars holds the responsibility for strengthening and expanding our warehouse operations, ensuring that Boozt has fast and cost-efficient processes in place. This includes overseeing fulfilment and distribution activities. Prior to Boozt, Lars was Distribution Director at Nemlig.com.

**Shareholding in Boozt AB**

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# AUDITOR'S REPORT ON THE CORPORATE GOVERNANCE STATEMENT

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To the general meeting of the shareholders in Boozt AB, corporate identity number 556793-5183

## **Engagement and responsibility**

It is the board of directors who is responsible for the corporate governance statement for the financial year 2020-01-01 - 2020-12-31 on pages 77-101 and that it has been prepared in accordance with the Annual Accounts Act.

## **The scope of the audit**

Our examination has been conducted in accordance with FAR's auditing standard RevU 16 The auditor's examination of the corporate governance statement. This means that our examination of the corporate governance statement is different and substantially less in scope than an audit conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. We believe that the examination has provided us with sufficient basis for our opinions.

## **Opinions**

A corporate governance statement has been prepared. Disclosures in accordance with chapter 6 section 6 the second paragraph points 2-6 the Annual Accounts Act and chapter 7 section 31 the second paragraph the same law are consistent with the annual accounts and the consolidated accounts and are in accordance with the Annual Accounts Act.

Malmö April 16th 2021

Deloitte AB

*Signature on Swedish original*

**Didrik Roos**

Authorized Public Accountant

