

# Corporate Governance Report

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**Boozt AB (publ) is a Swedish** public limited liability company listed on Nasdaq Stockholm (Large Cap) and Nasdaq Copenhagen (Large 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 2021 Boozt deviated from the Code in 1 instance. According to § 8.1 The board of directors is to evaluate its work annually, using a systematic and structured process, with the aim of developing the board's working methods and efficiency. The results of this evaluation are to be reported to the nomination committee. On recommendation from the Chairman of the Board, the Nomination Committee has approved not to do this year's evaluation primarily due to the recent addition of 2 new board members and the fact COVID-19 severely has limited offline meetings to a few since last AGM. In addition, the Nomination Committee has held interviews with individual board members to share their views on the board's work and competencies. Finally, the recent year's board evaluation has overall been very satisfactory.

## Dual listing and Danish Corporate Governance

Boozt AB (publ) 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 Stockholm and Nasdaq 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 on the next page.



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## 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.

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The Boozt share has been traded on Nasdaq Stockholm (Mid Cap) since May 31, 2017 and on Nasdaq Copenhagen (Mid Cap) since November 20, 2020. At the end of 2021, the total number of shares was 66,890,637 and votes was 65,637,804.6 distributed among 17,998 known shareholders. The share capital consists of two share classes: ordinary shares (65,498,601 shares issued) with 1 voting right per share and C shares (1,392,036 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 57.2% of the shares outstanding. On December 31, 2021, there were two 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, 2021:**

Shareholder	Shares	Capital	Votes
BLS Capital Fondsmæglerselskab A/S	9,989,007	14.9%	15.2%
Ferd AS	6,669,018	10.0%	10.2%
Kabouter Management LLC	4,938,372	7.4%	7.5%
Invesco	3,813,848	5.7%	5.8%
Swedbank Robur Funds	3,716,869	5.6%	5.7%
Arbejdsmarkedets Tillægspension (ATP)	3,369,065	5.0%	5.1%
Vanguard	1,998,695	3.0%	3.0%
Boozt AB (C-shares)	1,392,036	2.1%	0.2%
Danica Pension	1,193,713	1.8%	1.8%
La Financière de l'Echiquier	1,164,298	1.7%	1.8%
		57.2%	56.4%

Source: Data aggregated by Monitor by Modular Finance AB. (Sources: Euroclear, Morningstar, Finansinspektionen, Nasdaq, Millistream).

**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

**2021 Annual General Meeting**

The Annual General Meeting was held on May 27, 2021, in accordance with Sections 20 and 22 of the Act (2020:198) 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. All 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 and Luca Martines was re-elected as ordinary board members and Aileen O`Toole and Julie Wiese was elected as ordinary board members. Henrik Theilbjørn was re-elected as Chairman of the board.

**2022 Annual General Meeting (the "AGM")**

The AGM will be held digitally on Wednesday April 27, 2022, 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 March 30, 2022.



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Important dates for the AGM:

April 19, 2022 - record date for the 2022 AGM.

April 20, 2022 - 9:00AM deadline for re-registration of shares held with Euronext Securities in Denmark.

April 21, 2022 - deadline for re-registration of shares held with Euroclear Sweden.

April 26, 2022, 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, 2021, 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, 2021, 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, 2021, were BLS Capital Fondsmæglerselskab A/S (10.1%), Ferd AS (9.7%) and Kabouter Management LLC (6.2%). In order of size, the largest shareholders were asked if they

would accept a seat on the Nomination Committee. BLS Capital Fondsmæglerselskab A/S (10.1%), Swedbank Robur Funds (5.9%) and ATP (5.4%) accepted the seats. The Nomination Committee is therefore represented by Anders Lund (appointed by BLS Capital Fondsmæglerselskab A/S), Caroline Sjösten (appointed by Swedbank Robur Funds), Claus Wiinblad (appointed by ATP) and together with the Chairman of the Board of Directors Henrik Theilbjørn constitute the Nomination Committee. The Nomination Committee has appointed Anders Lund as chairman of the Nomination Committee as per August 31, 2021.

The Nomination Committee's complete proposals to the 2022 AGM will be presented in the official notification of the AGM.

Assessing the composition of the board, is reviewed continuously over the year. The Nomination Committee held meetings at the end of 2021 and in the beginning of 2022.

### **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 2021 AGM, 7 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



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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 add relevant competence and has experience from various areas that are relevant to the Group's activities.

On recommendation from the Chairman of the Board, the Nomination Committee has approved not to do this year's evaluation primarily due to the recent addition of 2 new board members and the fact COVID-19 severely has limited offline meetings to a few since last AGM. In addition, the Nomination Committee has held interviews with individual board members to share their views on the board's work and competencies. Finally, the recent year's board evaluation has overall been very satisfactory.

In 2021, the Board of Directors held 21 (25) meetings.

The members' attendance is presented in the table.

Board of Directors 2021			Independent in relation to		Attendance			Directors' fees - KSEK 0
Name	Position	Member since	The Company and executive management	Major shareholders	Board meetings	Audit Committee meetings	Remuneration Committee meetings	
Henrik Theilbjørn	Chairman of the Board	2009	Yes	Yes	21/21	5/5	5/5	1,400
Kent Stevens Larsen	Board member	2009	Yes	Yes	21/21	5/5	-	700
Jón Björnsson	Board member	2012	Yes	Yes	20/21	-	5/5	600
Cecilia Lannebo	Board member	2018	Yes	Yes	20/21	5/5	-	625
Luca Martines	Board member	2019	Yes	Yes	20/21	-	3/3	450
Aileen O' Toole	Board member	2021	Yes	Yes	14/14	-	2/2	550
Julie Wiese	Board member	2021	Yes	No	14/14	-	-	450
Bjørn Folmer Kroghsbo*	Board member	2018	Yes	Yes	6/7	-	-	0

Directors' fees cover the period from AGM 2021 to AGM 2022

\* The Director left the Board on the 2021 AGM.

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**Work performed in 2021**

During the fiscal year, the Board of Directors held 21 (25) meetings, including statutory, extraordinary and per circulation. 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 5 (6) meetings during 2021. 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), Aileen O' Toole 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 2021 topics has mainly consisted of Short Term Incentive program, Long Term Incentive program and compensation for Group Management.

The remuneration committee held 5 (8) meetings during 2021.

*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 3 out of total 7 members (42.9%) in the Board of Directors are women.





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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 and Chief Supply Chain Officer (CSCO). 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 pages 56-57.

**Ownership by Group Management  
and Board of Directors as per December 31, 2021.**

Name	Number of shares directly owned	Number of shares indirectly owned	% ownership	Total number of shares owned
Hermann Haraldsson (CEO)	522,155	81,911	0.90%	604,066
Sandra Gadd (CFO)	12,500	-	0.02%	12,500
Peter G. Jørgensen (CCO)	392,136	-	0.59%	392,136
Jesper Brøndum (CTO)	373,888	-	0.56%	373,888
Mads Bruun Famme (CPO)	222,772	-	0.33%	222,772
Lars Lindgaard (CSCO)	-	-	0.00%	-
Sandra Joy Sahlertz (CHRO)	56,810	-	0.08%	56,810
<b>Group Management Total</b>	<b>1,580,261</b>	<b>81,911</b>	<b>2.48%</b>	<b>1,662,172</b>
Henrik Theilbjørn	-	241,527	0.36%	241,527
Kent Stevens Larsen	682,521	-	1.02%	682,521
Jón Björnsson	28,569	-	0.04%	28,569
Cecilia Lannebo	5,000	-	0.01%	5,000
Luca Martines	-	-	0.00%	-
Aileen O`Toole	-	-	0.00%	-
Julie Wiese	-	-	0.00%	-
<b>Board of Directors total</b>	<b>716,090</b>	<b>241,527</b>	<b>1.43%</b>	<b>957,617</b>
<b>Board &amp; Management total</b>	<b>2,296,351</b>	<b>323,438</b>	<b>3.92%</b>	<b>2,619,789</b>



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**Auditors**

Boozt AB's auditor Deloitte AB was elected by the 2021 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 has 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.

**Remuneration to Group Management**

Remuneration 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, 2021, 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 2022.

*Remuneration 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 revenue growth and adjusted EBIT with a target of 35% of annual fixed salary. The STIP includes a possibility for Group Management to achieve a stretch bonus up to 35% of their annual fixed salary provided the Group's financial targets related to net revenue growth and adjusted EBIT are exceeded.

*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, 2021, the Company has four outstanding programs: Options program 2015/2025, Performance share program 2019/2022, Performance share program 2020/2023, Performance share program 2021/2024.

Options 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 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.

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.

Performance share program 2021/2024 was issued in June 2021 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 630,000 shares. The programme has a 36-month cliff vesting period and expires in July 2024.

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

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**The board's report on internal controls**

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 10 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 efficiency in the internal controls systematically in order to secure as little impact as possible in the events 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 2021 without any significant findings and has been reported to the Audit Committee and the Board of Directors accordingly.

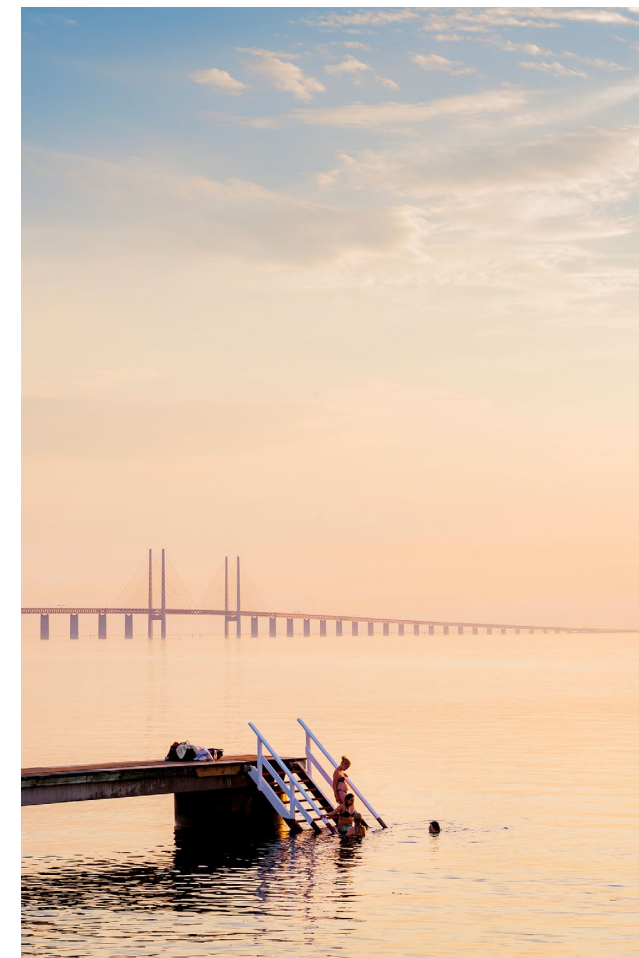
**Monitoring**

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 2021 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.



# 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 DAY Birger Mikkelsen A/S, Masai Group A/S, Unique Furniture A/S, ELKA Rainwear A/S, Traede Aps. Board member of MP Strømper A/S, 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, Rabens Saloner 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 Joe & Juice Iceland, Klappir Green Solutions, Yay, Dropp.

**Previous assignments:** CEO of Festi hf. Iceland and Magasin du Nord. Board member of IC Group, Malene Birger A/S, Ahlens AB.

**Shareholding in Boozt AB**

28,569 directly



## 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 of Scandi Standard AB, board member of 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:** General Manager of Castelli Cycling YOOX and TheOutnet (YOOX-Net-à-porter Group), Chief Executive officer of Rewoolution (Reda1865 Group)

**Shareholding in Boozt AB**

-

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**AILEEN O'TOOLE**

**Born:** 1973.

**Board member since:** 2021.

**Education:** BA, History and Politics at University College Dublin and Master of Business Studies at University College Dublin.

**Other current assignments:** Chief People Officer at Prosus and Naspers.

**Previous assignments:** VP HR of eBay, Non-Executive Director at MakeMyTrip.

**Shareholding in Boozt AB:**

-



**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



**JULIE WIESE**

**Born:** 1986.

**Board member since:** 2021.

**Education:** BA International Studies at Oslo University, MSc Management at Imperial College Business School and MSc Investment Management at Cass Business School.

**Other current assignments:** Board member in Servi Group AS. Investment Professional at Ferd Capital.

**Previous assignments:** WebMed AS, IntMed AS.

**Shareholding in Boozt AB:**

-



# Group Management



**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.

**Responsibilities:** 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, 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**

522,155 directly

81,911 indirectly



**SANDRA GADD  
GROUP CFO**

**Born:** 1983

**Group CFO since:** 2019.

**Education:** MBA, Lund University. **Board assignments:** Hållbar E-handel, Hövding Sverige AB.

**Responsibilities:** 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**

12,500 directly



**MADS BRUUN FAMME  
GROUP CPO**

**Born:** 1976.

**Group CPO since:** 2017.

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

**Responsibilities:** 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**

222,772 directly

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

**Born:** 1969.  
**Group CTO since:** 2010.  
**Education:** Master of Science in Analysis, Aalborg University and Ph.D. in Multivariate Data Processing Faculty of Science, Copenhagen University.  
**Responsibilities:** As CTO, Jesper is responsible for technology and engineering at Boozt. This includes all systems, 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 Principal at Netcompany A/S.  
**Shareholding in Boozt AB**  
373,888 directly



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

**Born:** 1983.  
**Group CHRO since:** 2021.  
**Education:** Master of Science in Business Administration, Copenhagen Business School.  
**Responsibilities:** As CHRO, 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**  
56,810 directly



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

**Born:** 1975.  
**Group CCO since:** 2011.  
**Education:** Master of Science in Int. Marketing & Management, Copenhagen Business School.  
**Responsibilities:** As CCO, 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**  
392,136 directly



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

**Born:** 1972.  
**Group CSCO since:** 2020.  
**Education:** Graduate Diploma in Business Administration, Copenhagen Business School.  
**Responsibilities:** As CSCO, 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**  
-  
*As communicated on February 28, 2022, Lars Lindgaard will no longer be a part of Group Management as of April 2022. Lars will be succeeded by Sven Thiessen starting April 1, 2022.*

# Shareholder information

## Share price performance 2021

At year-end, the closing price of Boozt shares on Nasdaq Stockholm was SEK 183.8, down 1.6% since year-end 2020. At year-end, the closing price of Boozt shares on Nasdaq Copenhagen was DKK 129.8, down 5.4% since year-end 2020.

The average daily trading volume of Boozt shares on Nasdaq Stockholm and Nasdaq Copenhagen was 388,755 shares in 2021 equivalent to 0.5% of shares issued.

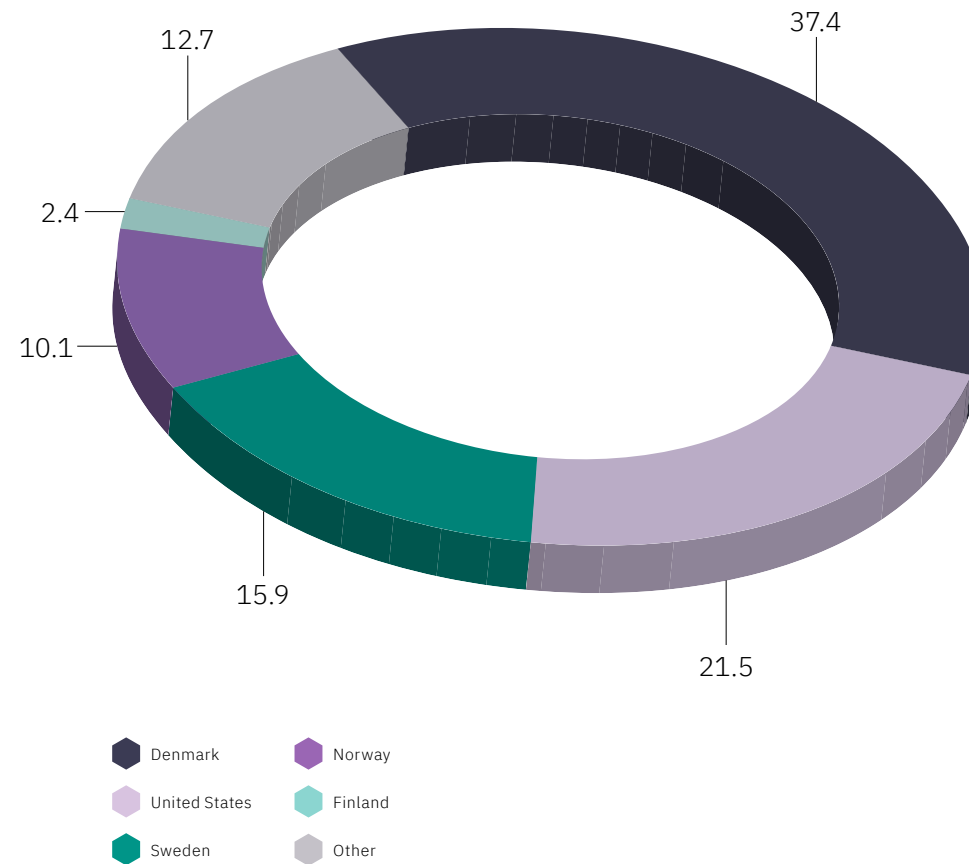
As per December 31, 2021, the market capitalization of Boozt was SEK 12.3 billion against SEK 10.7 billion at the end of 2020.

## Ownership

On December 31, 2021, Boozt had 17,994 registered shareholders. The largest 20 shareholders owned 67.0% of the share capital.

Boozt has no majority shareholders. Shareholders owning more than 5% of the share capital in Boozt according to latest shareholding notifications, are:

- BLS Capital (14.93%)
- Ferd AS (9.97%)
- Kabouter Management LLC (6.34%)
- Invesco (5.70%)
- Swedbank Robur Funds (5.56%)
- ATP (5.04%)



## Communication with shareholders

Through open and proactive communication, we aim to provide the basis for fair and efficient pricing of the Boozt share. To keep investors updated, we host conference calls with management following the release of financial results.

Group Management and Investor Relations preserved close contact with both existing and potential investors during 2021 by ensuring engagement with investors and analysts through a combination of in-person and virtual roadshows along with participation in in-person and virtual conferences hosted by various brokers.

We observe a four-week silent period prior to the publication of annual and interim reports.

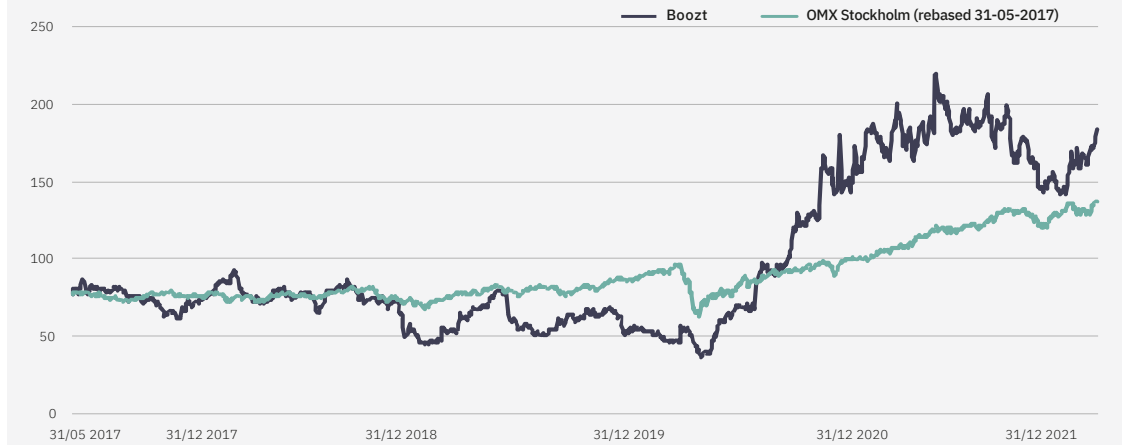
Boozt is covered by 8 equity analysts. For more information about analyst coverage, please visit : <https://www.booztgroup.com/>

## Company announcements

In 2021, we published 22 press releases. The most important ones are listed in the table below:

9 Feb	Boozt shows strong momentum in fourth quarter and expects 20-25% growth for 2021
16 Apr	Boozt AB publishes the Annual Report 2020
7 May	Boozt reports best ever first quarter results with strong growth and profitability
2 Jun	Boozt acquires technology partner Estina
21 Jun	Boozt acquires Rosemunde
13 Aug	Boozt delivers very strong second quarter with a raised outlook for the full year
9 Nov	Boozt reports another strong quarter and reconfirm upgraded outlook for 2021
30 Nov	Boozt continues strong momentum now expecting growth in the upper end of the 2021 outlook

Graph with share price development



Shares issued ('000)	2017	2018	2019	2020	2021
Number of shares issued (year end)	56,338	57,082	57,371	64,067	66,891
Average number of shares issued	52,336	56,610	57,188	58,423	65,792
Average number of shares issued at end of period after dilution	54,782	57,625	57,815	60,084	67,173



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## Financial calendar 2022

**March 24, 2022**

Annual and sustainability report 2021

**April 27, 2022**

Annual General Meeting

**April 28, 2022**

Interim report January-March 2022

**August 12, 2022**

Half-year report January-June 2022

**November 8, 2022**

Interim report January-September 2022



# Auditor's report on the corporate governance statement

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 2021-01-01 - 2021-12-31 on pages 45-60 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 March 24, 2022

**Deloitte AB**

Signature on Swedish original

**Didrik Roos**

Authorized Public Accountant

