

Boozt

The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

NOTICE OF EXTRAORDINARY GENERAL MEETING IN BOOZT AB

The shareholders in Boozt AB, Reg. No. 556793-5183, are hereby invited to attend the extraordinary general meeting (Sw. extra bolagsstämma) to be held at the offices of Setterwalls Advokatbyrå AB, Stortorget 23 in Malmö, Sweden, on Monday 24 June 2019 at 10.00 a.m.

Right to participate in the meeting and notice of participation

Shareholders wishing to attend the meeting must:

- be registered in the company's share register kept by Euroclear Sweden AB (the Swedish Securities Register Center) as of Monday 17 June 2019; and
- no later than on Monday 17 June 2019, notify the company of their intention to participate in the meeting, by mail to address Boozt AB, Attn. Martin Bo, Hyllie Boulevard 35, SE-215 37 Malmö, Sweden, by e-mail to AGM@boozt.com or by phone to +46(0)723250058. The notice should specify the complete name of the shareholder, personal identity number or company registration number, the number of shares held by the shareholder, address, telephone number during work hours and, when applicable, information on the number of advisors (two at the most).

Trustee-registered shares

Shareholders, whose shares are trustee-registered, must, in order to be entitled to participate in the meeting, temporarily register their shares in their own name in the share register kept by Euroclear Sweden AB. Such temporary re-registration of ownership must be implemented no later than as of Monday 17 June 2019, meaning that the shareholders must well in advance of this date.

Proxies etc.

A proxy representing a shareholder must bring a written, dated and by the shareholder signed power of attorney to the meeting. The validity term of the power of attorney may be at the longest five years if this is specifically stated. In case no validity term is stated, the power of attorney is valid for at the longest one year. Should the power of attorney be issued by a legal entity, a certified copy of a registration certificate (Sw. registreringsbevis) or equivalent document shall be presented at the meeting. In order to facilitate the preparations before the meeting, a copy of the power of attorney and other proof of authority should be attached to the notice of participation. A template power of attorney can be found at the company website (www.booztfashion.com) and will be sent by mail to the shareholders who request it and state their address.

Proposed agenda

0. Opening of the meeting.
1. Election of Chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons who shall approve the minutes of the meeting.
5. Determination of whether the meeting was duly convened.

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6. Resolution on implementation of a long-term incentive program by way of (A) implementation of a performance-based share program; (B) amendment of the Articles of Association; (C) authorization on directed issues of series C shares; (D) authorization on repurchase of series C shares; and (E) resolution on transfer of own ordinary shares.
7. Closing of the meeting.

Proposed resolutions

Item 6: Resolution on implementation of a long-term incentive program by way of (A) implementation of a performance-based share program; (B) amendment of the Articles of Association; (C) authorization on directed issues of series C shares; (D) authorization on repurchase of series C shares; and (E) resolution on transfer of own ordinary shares

The board of directors proposes that the extraordinary general meeting resolves to implement a long-term incentive program in the form of a performance-based share program (the "LTI 2019") for the company's CEO, Group Management and key employees in accordance with A below. The resolution is conditional upon that the extraordinary general meeting also resolves to amend the Articles of Association in accordance with B below whereby the possibility to issue series C shares is introduced and that the extraordinary general meeting resolves on hedging measures in accordance with C – E below.

The long-term incentive program is intended to be annual, wherefore the board of directors after having evaluated the program, intends to present new proposals for corresponding or adjusted programs ahead of the forthcoming Annual General Meetings.

A. *Implementation of a performance-based share program*

Background

In front of the Annual General Meeting that was held in the company on 10 May 2019, the board of directors had prepared a proposal for a long-term incentive program. Prior to the Annual General Meeting, certain international institutional shareholders however informed the company that they intended to vote against the proposal which would result in that the required majority requirement would not be met at the Annual General Meeting. In light hereof, the board of directors withdrew its proposal at the Annual General Meeting. The board of directors has now considered the comments provided by the international institutional shareholders and prepared this revised proposal for LTI 2019.

The overall purpose with LTI 2019 is to align the interests of the company's senior executives and key employees with those of the shareholders and thus ensure a maximum long-term value adding commitment. LTI 2019 is also considered to create a long-term focus on increase in earnings and growth among the participants. LTI 2019 is further considered to facilitate for the company to recruit and retain senior executives and key employees.

Terms and conditions for LTI 2019

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1. In total, LTI 2019 is proposed to comprise approximately 30 participants composed of senior executives and key employees, divided into three categories. Provided that the performance targets mentioned below are met or exceeded, participants in LTI 2019 shall be given the opportunity to receive ordinary shares in the company free-of-charge ("**Performance Shares**").
2. The total number of Performance Shares shall not exceed 406,994.
3. The maximum number of Performance Shares that can be allotted to the participants in the respective category shall not exceed the numbers set out in the table below:

Category	Maximum number of Performance Shares per participant
CEO	51,366
Other Group Management (7 persons)	160,044 Performance Shares may in the aggregate be allotted to this category but no participant may be allotted more than 32,310 Performance Shares.
Key employees (approximately 23 persons)	195,584 Performance Shares may in the aggregate be allotted to this category but no participant may be allotted more than 21,492 Performance Shares.

4. A condition for the right to receive Performance Shares is that the participant, subject to certain customary good leaver exemptions, has continued to be employed by the company until 24 June 2022 (i.e. three years following the date of the extraordinary general meeting).
5. The performance targets (the "**Performance Targets**") that have to be met or exceeded relate to (i) the share price development of the company's shares (the "**Share Price Target**"); (ii) the company's Net Promoter Score (the "**NPS Target**"); (iii) the company's organic revenue growth (the "**Revenue Growth Target**"); and (iv) the company's earnings per share after dilution (adjusted for share based payments) (the "**EPS Target**"). The number of Performance Shares allocated to each participant in relation to each Performance Target shall be weighted in accordance with the following:

Performance Targets	CEO and other Group Management	Key employees
Share Price Target	40 %	N/A
NPS Target	20 %	20 %
Revenue Growth Target	20 %	40 %
EPS Target	20 %	40 %

The Share Price Target relates to the development of the company's share price over the period from the date of the extraordinary general meeting on 24 June 2019 to and including 31 December 2021. The share price development will be measured based on the volume weighted average share price 30 trading days immediately following the extraordinary general meeting on 24 June 2019

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and 30 trading days immediately preceding 31 December 2021. An increase in the share price with less than 24.7 per cent (minimum level) does not entitle to any vesting of any of the Performance Shares pertaining to the Share Price Target, an increase in the share price with 24.7 per cent will entitle to vesting of 25 per cent of the Performance Shares pertaining to the Share Price Target, an increase in the share price with 26.0 per cent (target level) will entitle to vesting of 50 per cent of the Performance Shares pertaining to the Share Price Target and an increase in the share price with 27.3 per cent or more (maximum level) will entitle to a vesting of all of the Performance Shares pertaining to the Share Price Target. In the event of an increase in the share price of between the minimum level and the target level or between the target level and the maximum level, respectively, vesting of the Performance Shares pertaining to the Share Price Target will occur linearly between 25 per cent and 50 per cent of the Performance Shares pertaining to the Share Price Target and between 50 per cent and 100 per cent of the Performance Shares pertaining to the Share Price Target, respectively.

The NPS Target relates to the company's net promoter score in the fourth quarter of the financial year 2021 ("NPS"). A NPS below 61.0 (minimum level) does not entitle to any vesting of any of the Performance Shares pertaining to the NPS Target, a NPS of 61.0 will entitle to vesting of 25 per cent of the Performance Shares pertaining to the NPS Target, a NPS of 65.0 (target level) will entitle to vesting of 50 per cent of the Performance Shares pertaining to the NPS Target and a NPS of 68.0 or more (maximum level) will entitle to a vesting of all of the Performance Shares pertaining to the NPS Target. In the event of a NPS between the minimum level and the target level or between the target level and the maximum level, respectively, vesting of the Performance Shares pertaining to the NPS Target will occur linearly between 25 per cent and 50 per cent of the Performance Shares pertaining to the NPS Target and between 50 per cent and 100 per cent of the Performance Shares pertaining to the NPS Target, respectively.

The Revenue Growth Target relates to the increase of the company's organic revenue growth during the financial years 2018 - 2021 and the EPS Target relates to the company's earnings per share after dilution (adjusted for share based payments) in the financial year 2021. The Revenue Growth Target and the EPS Target shall be determined by the board of directors before LTI 2019 is offered to the participants. For each of these respective Performance Target, a minimum level, a target level and a maximum level shall be determined. If the minimum target is not achieved, no Performance Shares are vested in relation to the relevant Performance Target, if the minimum target is achieved, 25 per cent of the Performance Shares pertaining to the relevant Performance Target are vested, if the target level is achieved, 50 per cent of the Performance Shares pertaining to the relevant Performance Target are vested and if the maximum level is achieved, all the Performance Shares pertaining to the relevant Performance Target will be vested. In the event of an outcome between the minimum level and the target level or between the target level and the maximum level, respectively, vesting of the Performance Shares pertaining to the relevant Performance Target will occur linearly between 25 per cent and 50 per cent of the Performance Shares pertaining to the relevant Performance Target and between 50 per cent and 100 per cent of the Performance Shares pertaining to the relevant Performance Target, respectively.

The board of directors intends to present the determined targets regarding the Revenue Growth Target and the EPS Target as well as the achievement of these in connection with the expiration of LTI 2019 at the latest.

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The final number of Performance Shares vested by each participant shall be rounded downwards to the nearest whole number.

6. In addition to the achievement of the Performance Targets, the allocation of Performance Shares shall be conditional upon that the weighted average quarterly ratio (calculated based on each of the four quarters in the financial year 2021) for "Net working capital - per cent of LTM net revenue" as reported in the company's full-year report for the financial year 2021 (the "**NWC Ratio**"), does not exceed certain levels to be determined by the board of directors before LTI 2019 is offered to the participants. The board of directors shall determine one threshold level and one maximum level for the NWC Ratio. If the threshold level is exceeded but the maximum level is not reached, the board of directors shall be entitled to decrease the number of Performance Shares to be allocated to the lower number of shares that the board of directors finds reasonable and if the maximum level is exceeded, no Performance Shares shall be allotted in LTI 2019.
7. Before the number of Performance Shares to be allocated is finally determined, the board of directors shall also make a general evaluation if allocation pursuant to the principles set out above is reasonable, having regard to the company's results and financial standing, to conditions on the stock market and to other circumstances in general. If the board of directors finds that it is not reasonable, then the board of directors may decrease the number of Performance Shares to be allocated to the lower number of shares that the board of directors finds reasonable.
8. The number of Performance Shares shall be subject to recalculation in consequence of a bonus issue, split, rights issue, and/or other similar company actions.
9. Allotment and transfer of Performance Shares to the participants shall take place within 30 days after 24 June 2022. To the extent applicable insider rules would prevent transfer of Performance Shares to a participant within this period, the transfer of Performance Shares shall instead be made as soon as such restrictions have ceased to apply.
10. Participation in LTI 2019 is conditional upon that the participation is legally possible and that the participation in the company's sole opinion can be made with reasonable administrative costs for the company.
11. The board of directors shall be responsible for the details and management of LTI 2019 within the framework of the main conditions as set out above, and the board of directors shall be authorized to make minor adjustments to these conditions as required by law or for administrative reasons. The board of directors shall also be authorized to adjust or deviate from the terms and conditions as required by local laws and regulations as well as existing market practices. Furthermore, in the event of a public take-over offer, a sale of the company's business, liquidation, merger or any other such transaction affecting the company, the board of directors shall, at its sole discretion, be entitled to resolve that the Performance Shares (partially or in full) shall vest and be allotted on completion of such transaction. The board of directors will make this resolution based on the level of achievement of the Performance Targets and any other factors deemed relevant by the board of directors. Finally, the board of directors is also entitled to adjust vesting and allotment if such has been made based on information which later proves to be incorrect.

B. *Amendment of the Articles of Association*

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In order to enable the issuance of series C shares under LTI 2019, the board of directors proposes that the extraordinary general meeting resolves to incorporate a new § 5 in the company's Articles of Association in accordance with the following wording. Following the incorporation of the new section in the Articles of Association, the already existing shares shall be ordinary shares.

5 § Classes of shares

Shares may be issued in two classes, ordinary shares and series C shares. The ordinary shares shall carry one vote per share and series C shares shall carry one-tenth of a vote per share. Shares of either share class may be issued up to an amount corresponding to the full share capital.

Series C shares do not entitle to dividends. Upon the dissolution of the company, series C shares shall carry equivalent right to the company's assets as other shares, however, not to an amount exceeding the quota value of the share.

If the company resolves to issue new ordinary shares and series C shares, against payment other than contribution in kind, owners of ordinary shares and series C shares shall have pre-emption rights to subscribe for new shares of the same class pro rata to the number of shares previously held by them (primary pre-emption right). Shares which are not subscribed for pursuant to the primary pre-emption rights shall be offered to all shareholders for subscription (secondary pre-emption right). If the shares thus offered are not sufficient for the subscription pursuant to the secondary pre-emption rights, the shares shall be allocated between the subscribers pro rata to the number of shares previously held and, to the extent such allocation cannot be effected, by the drawing of lots.

If the company resolves to issue new shares of either solely ordinary shares or series C shares, against payment other than contribution in kind, all shareholders shall, irrespective of whether their shares are ordinary shares or series C shares, have pre-emption rights to subscribe for new shares pro rata to the number of shares previously held by them.

What is set out above with regard to pre-emption rights shall apply mutatis mutandis in the event of issues of warrants and convertible bonds, and shall not limit the right to resolve upon an issue with deviation from the shareholders' pre-emption rights.

In the event of a bonus issue, new shares of each class shall be issued pro rata to the number of shares of the same class previously issued. In connection therewith, the owners of existing shares of a certain class shall entitle the holder to new shares of the same class. This shall not entail any restrictions on the possibility of issuing new shares of a new class by means of a bonus issue, following the required amendments of the Articles of Association.

Reduction of share capital, which in any case shall not fall below the minimum share capital, may, at the request of a holder of a series C share and after resolution by the company's board of directors or a shareholders' meeting, take place through redemption of series C shares. A request from a shareholder must be submitted in writing. When a resolution on reduction has been passed, an amount corresponding to the reduction amount shall be transferred to the company's reserve fund, if the required funds are available. The redemption amount per series C share shall be the quota value of such share.

Following receipt of the redemption resolution, holders of shares subject to redemption shall promptly receive payment for the shares, or, if authorization for the redemption from the Swedish Companies Registration Office (Sw. Bolagsverket) or a court is required, following the receipt of notice that the final and effected resolution has been registered.

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Series C shares held by the company may, upon resolution of the board of directors be reclassified into ordinary shares. Immediately thereafter, the board of directors shall register the reclassification with the Swedish Companies Registration Office. The reclassification is effected when it has been registered and the reclassification has been reflected in the central securities depository register.

As a result of the incorporation of the new section, the existing sections 5 – 12 of the Articles of Association will be renumbered.

C. Authorization on directed issues of series C shares

The board of directors proposes that the extraordinary general meeting resolves to authorize the board of directors, for the period up until the next Annual General Meeting, on one or several occasions, to issue a maximum of 406,994 series C shares. The new shares may, with deviation from the shareholders' preferential rights, only be subscribed for by a bank or a securities company at a subscription price which corresponds to the quota value. The purpose of the authorization and the reason for the deviation from the shareholders' preferential rights in connection with an issue of shares is to secure delivery of Performance Shares under LTI 2019, which shall be effected through the company repurchasing the series C shares issued pursuant to the authorization in section D below and thereafter, when the series C shares have been converted to ordinary shares, by transferring ordinary shares to the participants in LTI 2019 in accordance with section E below.

D. Authorization on repurchase of series C shares

The board of directors proposes that the extraordinary general meeting resolves to authorize the board of directors, for the period up until the next Annual General Meeting, on one or several occasions, to repurchase its own series C shares. Repurchase may only be effected through a public offer directed to all holders of series C shares and shall comprise all outstanding series C shares. Repurchase may also be made of so-called interim shares, by Euroclear Sweden AB designated as a Paid Subscribed Share (Sw. Betald Tecknad Aktie (BTA)), regarding a series C share. Repurchase shall be made at a purchase price per share which corresponds to the quota value of the share. The purpose of the proposed repurchase authorization is to secure delivery of Performance Shares under LTI 2019.

E. Resolution on transfer of own ordinary shares

In order to fulfil the company's obligations towards participants in LTI 2019, the board of directors proposes that the extraordinary general meeting resolves that the company shall transfer own ordinary shares as follows:

1. The company shall have the right to transfer the number of ordinary shares that the company has a maximum obligation to allocate as Performance Shares to participants in LTI 2019, at most 406,994 shares.
2. The number of shares that may be transferred pursuant to LTI 2019 shall be subject to recalculation in consequence of a bonus issue, split, rights issue, and/or other similar corporate action which affects the number of shares in the company.
3. The right to acquire ordinary shares shall, with deviation from the shareholders' preferential rights, vest in participants in LTI 2019 who are entitled to be allotted Performance Shares in accordance with the terms and conditions of the program.

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- Transfer of shares to participants in LTI 2019 shall be made free of charge and be executed at the relevant time specified in the terms and conditions for LTI 2019.

The reason for the deviation from the shareholders' preferential rights in connection with the transfers of own ordinary shares is to enable the company's delivery of Performance Shares to participants in LTI 2019.

Supplementary documentation

The board of directors' statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act (Sw. aktiebolagslagen) and the supplementary documentation in accordance with Chapter 19, Section 24 and Chapter 19, Section 35 compared to Chapter 13, Section 6 of the Swedish Companies Act are presented in separate documents provided with this proposal.

Costs, impact on key ratios, existing incentive programs and dilution

LTI 2019 will be accounted for in accordance with IFRS 2 which stipulates that the right to receive Performance Shares shall be expensed as a personnel cost over the vesting period.

The board of directors has made a preliminary cost calculation for LTI 2019, which is based on the assumption of a share price of SEK 61 at the start of the program. Based on a Monte Carlo simulation, the company estimates that the IFRS 2 costs of the Performance Shares related to the Share Price Target are SEK 26.7 per Performance Share. The IFRS 2 costs for the Performance Shares related to the other Performance Targets have been estimated to SEK 61 per Performance Share. If the company estimates an employee turnover of 0 per cent until shares are received approximately three years later, and excludes future dividends of the company's share, the total costs for LTI 2019 including costs for social security contributions, are estimated to be approximately MSEK 29.7, provided that all the Performance Targets are met in full.

As per the date of the notice, the number of shares in the company amounts to 57,082,433.

The maximum number of Performance Shares amounts to 406,994, which corresponds to a dilution of approximately 0.71 per cent of the company's share capital and votes after full dilution, calculated on the number of shares that will be added upon full issuance of Performance Shares in connection with LTI 2019.

Based on the calculation of cost and the dilution as per the above, the key figure earnings per share for the full year 2018, assuming a corporate tax of 21.4 per cent, had been changed from SEK 0.75 to SEK 0.67 had the company expensed a 7/36 of the program in 2018.

Since previously, there are two incentive programs in the form of one employee option program (the "Options Program 2015") and one warrant program (the "Warrants Program 2018/2021") outstanding in the company. In case all warrants issued in connection with the outstanding incentive programs are exercised for subscription of shares, a total of 3,603,347 new shares will be issued. In case all outstanding incentive programs as well as the proposed LTI 2019 are exercised in full, a total of 4,010,341 new shares will be issued, which corresponds to a dilution of approximately 6.56 per cent of the company's share capital and votes after full dilution, calculated on the number of shares that will be added upon full exercise of all outstanding incentive programs as well as the proposed LTI 2019.

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The above calculations regarding dilution and impact on key ratios are subject to re-calculation of the warrants in accordance with the customary recalculation terms included in the complete applicable warrant terms.

Preparation of the proposal

The proposal for LTI 2019 has been prepared by the Remuneration Committee together with external consultants. The final proposal has been resolved upon by the board of directors.

Particular majority requirements

For a valid resolution on the proposal pursuant to item 6, the proposal has to be supported by shareholders representing at least nine-tenths of the votes cast as well as of all shares represented at the meeting.

Information at the meeting

The board of directors and the CEO shall at the meeting, if any shareholder so requests and the board of directors believes that it can be done without significant harm to the company, provide information regarding circumstances that may affect the assessment of items on the agenda.

Provision of documents

The board of directors' complete proposal for resolution pursuant to item 6 and ancillary documents pursuant to the Swedish Companies Act (Sw. aktiebolagslagen) will be available for the shareholders at the company's office at Hyllie Boulevard 35, SE-215 37 Malmö, Sweden, and at the company's website (www.booztfashion.com) as from no later than three weeks prior to the meeting. Copies of the documents will be sent to the shareholders upon their request to the company, provided that such shareholders state their address, and will also be made available at the meeting.

Number of shares and votes in the company

The total number of shares and votes in the company amounts to 57,082,433. The company does not hold any own shares.

Processing of personal data

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Malmö in May 2019

Boozt AB (publ)

The Board of Directors

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