

# Boozt

## Press Release

MALMÖ, SWEDEN, MARCH 23, 2026

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### Notice of Annual General Meeting in Boozt AB

The shareholders in Boozt AB (hereinafter the “**Company**” or “**Boozt**”) are hereby invited to attend the Annual General Meeting on Thursday 23 April 2026 at 8.00 a.m. CEST at Setterwalls Advokatbyrå AB’s offices, Stortorget 23 in Malmö.

The Board of Directors has decided that shareholders shall be able to exercise their voting rights at the Annual General Meeting also by postal voting pursuant to the provisions of the Company’s Articles of Association. Further instructions for postal voting are presented under the heading “Participation by postal voting” below.

#### **Instructions applicable to all shareholders**

Shareholders wishing to attend the Annual General Meeting must be listed as a shareholder in the share register kept by Euroclear Sweden AB as of Wednesday 15 April 2026 and notify their participation no later than Friday 17 April 2026 in accordance with the instructions under the headings “Participation at the meeting venue” or “Participation by postal voting” below.

Shareholders with ordinary shares registered in more than one country should state this when submitting their notifications.

Shareholders whose ordinary shares are trustee-registered in the name of a bank or other trustee must, to be able to exercise their voting rights at the Annual General Meeting, request the trustee to register their shares in their own name with Euroclear Sweden AB (so called “voting rights registration”). Such voting rights registration must be implemented by the trustee no later than as of Friday 17 April 2026. Accordingly, shareholders must well in advance before this date notify their trustee of their request of such voting rights registration.

#### **Instructions to holders of ordinary shares registered with Euronext Securities in Denmark**

Shareholders whose ordinary shares are registered with Euronext Securities in Denmark **must** request from Euronext Investor Services to have such ordinary shares registered in the shareholder’s own name with Euroclear Sweden AB in order to be entitled to participate in the Annual General Meeting.

A request for such registration must be submitted in good time and no later than Thursday 16 April 2026 at 9.00 a.m. CEST to Euronext Securities by sending the completed and signed form by letter to Nicolai Eigtveds Gade 8, DK-1402 Copenhagen, Denmark, per e-mail to [CPH-investor@euronext.com](mailto:CPH-investor@euronext.com) or through Euronext InvestorPortalen or online at [www.euronext.com/cph-agm](http://www.euronext.com/cph-agm). A form for such registration is provided by Euronext Securities and is available at [www.booztgroup.com/annual-general-meeting](http://www.booztgroup.com/annual-general-meeting). The registration application should include the account operating institution in Denmark (with the custody account number) with which the shareholder’s ordinary shares are deposited.

Shareholders whose ordinary shares are already registered in the name of the shareholder with Euroclear Sweden AB may send a notification of attendance to the Annual General Meeting to Computershare AB by submitting their notice of participation no later than Friday 17 April 2026.

#### **Participation at the meeting venue**

Shareholders wishing to attend the meeting venue in person or by a proxy shall notify their participation no later than Friday 17 April 2026. The notification may be submitted electronically at the Company's website, [www.booztgroup.com/annual-general-meeting](http://www.booztgroup.com/annual-general-meeting), by post to Computershare AB, "Boozt AB's Annual General Meeting", P.O. Box 149, SE-182 12 Danderyd, Sweden, by phone to +46(0)771-24 64 00 or by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se). The notification should specify the shareholder's complete name, 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).

### **Proxy etc.**

In case the shareholder should be represented by a proxy, the proxy must bring a written, dated and signed power of attorney to the Annual General Meeting. The validity term of the power of attorney may not be more than one year, unless a longer validity term is specifically stated in the power of attorney (however, at the longest five years). If the power of attorney is issued by a legal entity, the representing proxy must also present an up-to-date registration certificate or equivalent document for the legal entity. In order to facilitate the entrance at the meeting, a copy of the power of attorney and other authorization documents should preferably be attached to the shareholder's notification to participate in the Annual General Meeting. A power of attorney form is available at the Company's website, [www.booztgroup.com/annual-general-meeting](http://www.booztgroup.com/annual-general-meeting), and will be sent by mail to shareholders who contact the Company and provide their address.

### **Participation by postal voting**

Shareholders who wish to exercise their voting rights at the Annual General Meeting by postal voting shall use a special form which is available at the Company's website, [www.booztgroup.com/annual-general-meeting](http://www.booztgroup.com/annual-general-meeting). A shareholder who exercises its voting right by postal voting does not need to notify its attendance to the Annual General Meeting in any other way. The postal voting form serves as notification.

A completed and signed form must be sent to Computershare AB no later than Friday 17 April 2026. The completed form shall be sent by post to Computershare AB, "Boozt AB's Annual General Meeting", P.O. Box 149, SE-182 12 Danderyd, Sweden, or by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se). Shareholders who are natural persons can also, through verification with Swedish BankID or Danish MitID, cast their postal vote electronically via the Company's website, [www.booztgroup.com/annual-general-meeting](http://www.booztgroup.com/annual-general-meeting). If a shareholder submits a postal vote by proxy, a written and dated power of attorney for the proxy must be enclosed with the form. A power of attorney form is available at the Company's website, [www.booztgroup.com/annual-general-meeting](http://www.booztgroup.com/annual-general-meeting). If the shareholder is a legal entity, a registration certificate or equivalent document shall be enclosed to the form. The shareholder may not provide special instructions or conditions in the postal voting form. If so, the vote is invalid. Further instructions and conditions are included in the postal voting form.

Those who wish to recall their submitted postal vote and instead exercise their voting right by participating at the Annual General Meeting in person or by proxy must partly notify this in accordance with what is stated under the heading "Participation at the meeting venue" above, and partly notify this when entering the meeting venue. This means that a notification only by postal voting is not sufficient for those who wish to be present at the meeting venue.

If you have any questions, please contact Computershare AB by telephone +46(0)771-24 64 00.

### **Information at the Annual General Meeting**

At the Annual General Meeting, the Board of Directors and the CEO shall, 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, circumstances that can affect the assessment of the Company's or its subsidiaries' financial position and the Company's relation to other companies within the group.

### **Financial statements and complete proposals**

Financial statements, the audit report, the Board of Directors' remuneration report, the statement by the auditor on the compliance of the applicable guidelines for remuneration to senior executives, complete proposals for resolutions and other documents for the Annual General Meeting, are being kept available at the Company's

office at Hyllie Boulevard 35, SE-215 37 Malmö, Sweden, and at the Company's website, [www.booztgroup.com/annual-general-meeting](http://www.booztgroup.com/annual-general-meeting), as from no later than three weeks before the Annual General Meeting, and will also be sent to shareholders who contact the Company and provide their address.

## **Number of shares and votes in the Company**

As per the date of the notice to the Annual General Meeting, the total number of shares in the Company amounts to 65,608,971 shares, of which 63,864,104 are ordinary shares with one vote each, and 1,744,867 are series C shares with one tenth of a vote each. The total number of votes in the Company amounts to 64,038,590.7 votes. The Company holds all 1,744,867 outstanding series C shares, corresponding to 174,486.7 votes, and 4,550,345 ordinary shares, corresponding to 4,550,345 votes, which cannot be represented at the Annual General Meeting.

## **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>.

## **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.
6. Presentation by the CEO.
7. Submission of the annual report and the audit report and the consolidated annual report and consolidated audit report as well as the statement by the auditor on the compliance of the applicable guidelines for remuneration to senior executives.
8. Resolutions regarding:
  - a. adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet;
  - b. allocation of the Company's profit in accordance with the adopted balance sheet; and
  - c. discharge of the members of the Board of Directors and the CEO from liability.
9. Determination of:
  - a. the number of members of the Board of Directors.
  - b. the number of auditors and deputy auditors.
10. Determination of:
  - a. remuneration for the members of the Board of Directors.
  - b. remuneration for the auditors.
11. Election of members of the Board of Directors and Chairman of the Board of Directors.
12. Election of auditors and deputy auditors.
13. Resolution on instruction for the Nomination Committee.
14. Resolution on approval of the remuneration report.
15. Resolution on authorization for the Board of Directors to resolve on new share issues of ordinary shares.
16. Resolution on authorization for the Board of Directors to resolve on repurchase and transfer of own ordinary shares.
17. Resolution on (A) reduction of the share capital by way of cancellation of own ordinary shares, and (B) increase of the share capital by way of bonus issue.
18. Resolution on implementation of a long-term incentive program by way of (A) implementation of a performance-based share program; (B) authorization on directed issues of series C shares; (C) authorization on repurchase of series C shares; and (D) resolution on transfer of own ordinary shares.
19. Closing of the meeting.

## **Proposed resolutions**

### **Item 1: Election of Chairman of the meeting**

The Nomination Committee, consisting of Anders Lund (Chairman), appointed by BLS Capital Fondsmæglerselskab A/S, Kristian Eikre, appointed by Ferd AS, Claus Wiinblad, appointed by Arbejdsmarkedets Tillægspension (ATP), and the Chairman of the Board of Directors Henrik Theilbjørn, proposes that lawyer Ola Grahn is elected as Chairman of the Annual General Meeting.

**Item 8 b: Resolution on allocation of the Company's profit in accordance with the adopted balance sheet**

The Board of Directors proposes that no dividends are paid to the shareholders and that the available funds of SEK 1,262,309,506 are carried forward.

**Item 9 a: Determination of the number of members of the Board of Directors**

The Nomination Committee proposes that the Board of Directors shall be composed of seven ordinary board members until the end of the next Annual General Meeting.

**Item 9 b: Determination of the number of auditors and deputy auditors**

The Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that one registered accounting firm without deputy is appointed as auditor until the end of the next Annual General Meeting.

**Item 10 a: Determination of remuneration for the members of the Board of Directors**

The Nomination Committee proposes that board remuneration shall be paid with SEK 1,250,000 to the Chairman of the Board of Directors (unchanged since previous year) and with SEK 500,000 to each of the other board members who are not employed by the Company (unchanged since previous year). Furthermore, remuneration is proposed to be paid for committee work with SEK 275,000 to the Chairman of the Audit Committee (unchanged since previous year), SEK 195,000 to each of the other members in the Audit Committee (unchanged since previous year), SEK 165,000 to the Chairman of the Remuneration Committee (unchanged since previous year) and SEK 110,000 to each of the other members in the Remuneration Committee (unchanged since previous year).

**Item 10 b: Determination of remuneration for the auditors**

The Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that remuneration for the auditor is paid in accordance with customary norms and approved invoice.

**Item 11: Election of members of the Board of Directors and Chairman of the Board of Directors**

The Nomination Committee proposes that Henrik Theilbjørn, Jón Björnsson, Cecilia Lannebo, Julie Wiese and Fiona Mullan are re-elected as ordinary board members, that Hans J. Carstensen and Johannes Møller Westh are elected as new ordinary board members, and that Henrik Theilbjørn is re-elected as Chairman of the Board of Directors.

Hans J. Carstensen, born 1965, has more than 20 years of experience working as Executive Vice President and CFO within the Egmont Group (2002-2025) being the largest media group in the Nordics with TV, film, games, ecommerce, print publishing and agencies.

During his time as part of the Group Executive Board, the company has doubled revenue by adding new growth businesses, partly through acquisitions, including building a business to consumer e-commerce division with acquired brands such as Fjellspport, Outnorth and Royal Design.

Alongside his position at Egmont, Hans J. Carstensen has among other things served as Chairman of the Board of TV 2 Norway, and brings with him extensive experience within strategy, business development and general management in the business-to-consumer sector.

Prior to this Hans J. Carstensen has been Senior Vice President and CFO for the TDC Mobile Group (1999-2002) and CFO for Telenordia Sweden (1997-1999).

Hans J. Carstensen is a Danish citizen.

Education: MSc in Economics and Finance (Cand.oecon.), University of Aarhus.

Other current assignments: Chairman of Statens Ejendomssalg A/S (Freja Ejendomme).

Shareholding in the Company: -

Johannes Møller Westh, born 1979, has more than 20 years of experience working with investment and value creation within capital markets. Johannes Møller Westh is the founder of MW Compounders and CEO since 2020. MW Compounders is an investment company that invests in global shares with a structure of external investors and own funds.

Prior to this Johannes Møller Westh has worked 15 years as equity analyst and employed portfolio manager at Danske Bank, BankInvest and Nordea (2005-2020).

Johannes Møller Westh brings extensive experience within capital markets, strategic analysis, capital allocation and financial communication in addition to having worked as an active investor in the business to consumer sector for many years.

Johannes Møller Westh is a Danish citizen.

Education: MSc in Finance and Accounting and a Chartered Financial Analyst (CFA®) charterholder.

Other current assignments: Board member in Auto Akku ApS, Borg-Fonden I and MP Fonden. CEO in Johannes Møller Westh ApS.

Shareholding in the Company: 492,000 ordinary shares indirectly.

Further information on the candidates who are proposed as new board members can be found in the reasoned statement from the Nomination Committee. Information on the board members proposed for re-election can be found in the annual report and on the Company's website, [www.booztgroup.com](http://www.booztgroup.com).

#### **Item 12: Election of auditors and deputy auditors**

The Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that Deloitte AB is re-elected as auditor. Deloitte AB has informed that Johan Telander will continue to be appointed as the responsible auditor.

#### **Item 13: Resolution on instruction for the Nomination Committee**

The Nomination Committee proposes that a Nomination Committee shall be appointed before coming elections and remuneration, and that the following instruction for the Nomination Committee is adopted.

The Nomination Committee shall consist of four members, representing the three largest shareholders as per the end of August, together with the Chairman of the Board of Directors. The "three largest shareholders" refer to the ownership grouped registered or in any other way known shareholders registered in the share registry held by Euroclear Sweden as per the end of August 2026.

The Chairman of the Board of Directors shall as soon as possible when the information regarding the three largest shareholders as per the end of August is known, contact the three largest shareholders to find out whether they wish to appoint a representative to the Nomination Committee. In case one of the three largest shareholders refrain from appointing a representative, or such representative resigns prior to completion of the assignment and without the shareholder who has appointed the representative appointing a new member, the Chairman of the Board of Directors shall encourage the next owner in size (i.e., in the first place the fourth largest shareholder) to appoint a representative. The procedure shall go on until the Nomination Committee is composed of four members including the Chairman of the Board of Directors.

The member who represents the largest shareholder shall be appointed Chairman of the Nomination Committee unless the Nomination Committee unanimously choose someone else. The Chairman of the Board of Directors or another member of the Board of Directors should not be appointed as Chairman of the Nomination Committee.

The members of the Nomination Committee shall be announced no later than six months before the Annual General Meeting. If earlier than three months prior to the Annual General Meeting, one or more of the shareholders having appointed representatives to the Nomination Committee no longer are among the three largest shareholders, representatives appointed by these shareholders shall resign and the shareholders who then are among the three largest shareholders may appoint their representatives. Should a member resign from the Nomination Committee before its work is completed and the Nomination Committee considers it necessary to replace him or her, such substitute member is to represent the same shareholder, or, if the shareholder is no longer one of the largest shareholders, the largest shareholder in turn. Shareholders who have appointed a representative to be a member of the Nomination Committee shall have the right to dismiss such member and appoint a new representative of the Nomination Committee. Changes to the composition of the Nomination Committee must be announced immediately.

The Nomination Committee's term shall run until such time as a new Nomination Committee has been elected.

No remuneration shall be paid to the members of the Nomination Committee.

The Nomination Committee shall prepare and propose the following to the coming Annual General Meeting:

- (a) election of Chairman at the general meeting;
- (b) election of Chairman of the Board of Directors and other members of the Board of Directors;
- (c) remuneration to the Board of Directors, divided between the Chairman and other members, and remuneration for committee work;
- (d) election of auditor and remuneration to the auditor; and
- (e) principles for appointment of the Nomination Committee.

On request by the Nomination Committee, the Company shall provide the Nomination Committee with human resources such as a secretary function in order to facilitate the Nomination Committee's work. The Nomination Committee shall also have the right to, as far as necessary in connection with the future election of a board member, obtain material from external consultants on knowledge, experience and profile in reference to suitable candidates, and with the right for the Nomination Committee to charge the Company with reasonable costs for the production of such material.

#### **Item 14: Resolution on approval of the remuneration report**

The Board of Directors proposes that the Annual General Meeting resolves to approve the Board of Directors' remuneration report for the financial year 2025.

#### **Item 15: Resolution on authorization for the Board of Directors to resolve on new share issues of ordinary shares**

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to, at one or several occasions, during the time up until the next Annual General Meeting, with or without deviation from the shareholders' preferential rights, resolve to issue ordinary shares. A new issue should be able to be made with or without provisions regarding contribution in kind, set-off or other conditions. The total number of ordinary shares issuable pursuant to the authorization shall not exceed 10 per cent of the total number of existing shares in the Company at the time of the Annual General Meeting. In case the Board of Directors, prior to exercising this authorization to issue ordinary shares, also has exercised the authorization to transfer own ordinary shares in accordance with the authorization regarding transfer of ordinary shares in accordance with item 16 on the agenda, the number of ordinary shares that may be issued under this authorization shall however be reduced with the corresponding number of ordinary shares that have been transferred under the transfer authorization. In case the authorization is used for a new issue with deviation from the shareholders' preferential rights, the subscription price shall be on market terms (subject to customary new issue discount, as applicable). The purpose of the authorization is to be able to carry out and finance acquisitions of companies and assets and to give the Board of Directors increased room for manoeuvre and the opportunity to adapt and improve the Company's capital structure.

The CEO shall be authorized to make minor formal adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office (*Sw.* Bolagsverket).

**Item 16: Resolution on authorization for the Board of Directors to resolve on repurchase and transfer of own ordinary shares**

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to, at one or several occasions, during the time up until the next Annual General Meeting, resolve on repurchase of own ordinary shares of a maximum amount so that the Company's shareholding does not exceed 10 per cent of the total number of shares in the Company at any given time. Share repurchase shall be made on Nasdaq Stockholm and/or Nasdaq Copenhagen in accordance with the rules regarding repurchase of own shares at the respective exchange at a price per share that does not exceed the higher of the most recent independent trade price and the highest current independent bid on the trading venue where the purchase is carried out. The Company may however assign a stock exchange member to accumulate a certain amount of the Company's own shares by proprietary trading during a certain time period and on the day of delivery pay the volume-weighted average price for the market as a whole for such period of time, even if the volume-weighted average price falls outside the range of prices on the day of delivery. Acquisitions may not be made at a price lower than the lowest price at which an independent trade can be made. Payment for the shares shall be made in cash.

Furthermore, the Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to, at one or several occasions, during the time up until the next Annual General Meeting, resolve on transfer of own ordinary shares. Transfers may be made on Nasdaq Stockholm and/or Nasdaq Copenhagen in accordance with the rules regarding transfer of own shares at the respective exchange at a price per share within the registered price interval at any given time, meaning the interval between the highest purchase price and the lowest selling price, or otherwise in accordance with applicable regulations. Transfers may also be made in other ways, with or without deviation from the shareholders' preferential rights, against cash payment or payment by set-off or contribution in kind, or other conditions. For transfers outside of Nasdaq Stockholm or Nasdaq Copenhagen, the price shall be set so that the transfer is made at market terms. The maximum number of own ordinary shares that may be transferred shall not exceed 10 per cent of the total number of existing shares in the Company at the time of the Annual General Meeting. In case the Board of Directors, prior to exercising this authorization to transfer own ordinary shares, also has exercised the authorization to issue ordinary shares in accordance with the authorization regarding new share issues of ordinary shares in accordance with item 15 on the agenda, the number of ordinary shares that may be transferred under this authorization shall however be reduced with the corresponding number of ordinary shares that have been issued under the new share issue authorization.

The purpose of the authorization to acquire own ordinary shares is partly to enable the Company to adapt its capital structure to its capital needs over time, and thereby contribute to an increased shareholder value, partly to enable the Company to finance acquisitions with its own ordinary shares, as well as to secure the Company's undertakings in respect of long-term incentive programs, including hedging of costs for social security contributions. The purpose of the authorization to transfer own ordinary shares is to enable the Company to carry out and finance acquisitions of companies and assets, to give the Board of Directors an increased room for manoeuvre and the opportunity to adapt and improve the Company's capital structure.

The Board of Directors' statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act (*Sw.* aktiebolagslagen) is presented in a separate document.

The CEO shall be authorized to make minor formal adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office (*Sw.* Bolagsverket).

**Item 17: Resolution on (A) reduction of the share capital by way of cancellation of own ordinary shares, and (B) increase of the share capital by way of bonus issue**

**A. Reduction of the share capital by way of cancellation of own ordinary shares**

The Board of Directors proposes that the Annual General Meeting resolves to reduce the share capital by way of cancellation of 3,608,971 ordinary shares repurchased within the framework of the Company's buyback program. As a result of the reduction, the share capital will decrease by SEK 313,034.912310. The purpose of the reduction is allocation to unrestricted equity.

## **B. Increase of the share capital by way of bonus issue**

To restore the share capital after the proposed reduction of the share capital set out in A above, the Board of Directors proposes that the Annual General Meeting simultaneously resolves to increase the share capital by SEK 313,034.912310 through a bonus issue, by transferring the same amount from the Company's unrestricted equity without the issuance of new shares.

*The Board of Directors' report in accordance with Chapter 20, Section 13 of the Swedish Companies Act*

In accordance with Chapter 20, Section 13 of the Swedish Companies Act, the Board of Directors reports as follows. The resolution to reduce the Company's share capital by cancellation of own ordinary shares according to item A can be carried out without authorization from the Swedish Companies Registration Office (*Sw. Bolagsverket*) or a general court, since the Company at the same time carries out an equal increase of the share capital through a bonus issue in accordance with item B above. Thus, the Company's restricted equity and share capital will remain unchanged.

The Board of Directors' proposal in accordance with item A and B above shall be resolved upon as one resolution.

## **Item 18: Resolution on implementation of a long-term incentive program by way of (A) implementation of a performance-based share program; (B) authorization on directed issues of series C shares; (C) authorization on repurchase of series C shares; and (D) resolution on transfer of own ordinary shares**

The Board of Directors proposes that the Annual General Meeting resolves to implement a long-term incentive program by way of a performance-based share program (the "**LTI 2026**") for the Company's CEO, Group Management and key employees in accordance with A below. The resolution is conditional upon that the Annual General Meeting also resolves on hedging measures in accordance with B – D below.

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

#### *Background*

Since 2019, the general meetings of the Company have resolved on annually recurring long-term incentive programs. The Board of Directors is of the opinion that recurring long-term incentive programs form an important part of the Company's total remuneration package and the Board of Directors therefore intends to propose long-term incentive programs annually, for the general meeting's approval, subject to any amendments caused by the Board of Directors' annual evaluation. The Board of Directors has evaluated the previous incentive programs and found that they have worked well and has hence resolved to propose a similar program this year.

The overall purpose with LTI 2026 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 2026 is also considered to create a long-term focus on increase in growth and earnings among the participants. LTI 2026 is further considered to facilitate for the Company to recruit and retain senior executives and key employees.

#### *Terms and conditions for LTI 2026*

1. In total, LTI 2026 is proposed to comprise approximately 50 participants divided into three categories. Provided that the performance targets mentioned below, as applicable, are met or exceeded, participants in LTI 2026 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 900,000.
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:

<b>Category</b>	<b>Maximum number of Performance Shares per participant</b>
CEO	100,000

Other Group Management (6 persons)	420,000 Performance Shares may in the aggregate be allotted to this category but no participant may be allotted more than 70,000 Performance Shares.
Key employees (approximately 40 persons)	380,000 Performance Shares may in the aggregate be allotted to this category but no participant may be allotted more than 30,000 Performance Shares.

The Board of Directors shall, within the maximum number stated above, resolve on the maximum number of Performance Shares that each individual participant in the respective category may be allotted.

When determining the maximum number of Performance Shares that the CEO may be allotted in LTI 2026, the Board of Directors has applied a guideline pursuant to which the total annual compensation to the CEO in the form of fixed cash salary, variable cash consideration and long-term equity-based incentive programs cannot exceed an amount corresponding to 3.5 times the CEO's annual fixed cash salary. Consequently, the combined value of variable cash consideration and long-term equity-based incentive programs cannot exceed an amount corresponding to 2.5 times the annual fixed cash salary. For the purposes of applying this guideline, the Board of Directors has valued the Performance Shares in LTI 2026 using the volume-weighted average price of the Company's share on Nasdaq Stockholm during the five trading days immediately prior to 20 March 2026 (the trading day before the date of the notice to the Annual General Meeting). As per the current guidelines for remuneration to senior executives of the Company, the variable cash remuneration to the CEO and other senior executives may amount to a maximum of 70 per cent of the fixed annual cash salary. The Board of Directors hence notes that the maximum number of Performance Shares that the CEO can be allotted in LTI 2026 fits well within the guideline.

4. A condition for the right to receive Performance Shares is that the participant has continued to be employed by the Company until 23 April 2029. However, in case a participant's employment ceases due to death, early retirement or similar occasions or due to termination by the Company that is not related to misconduct by the participant prior to 23 April 2029 but after 23 April 2027, such participant shall be entitled to receive a portion of the Performance Shares. This partial vesting shall mean that for each month after 23 April 2027 that the participant has continued to be employed, the participant shall be entitled to receive 1/24 of the aggregate number of Performance Shares that the participant would have been entitled to receive if the participant would had continued to be employed until 23 April 2029. For the sake of clarity, any allotment to a participant that ceases to be employed prior to 23 April 2029 will only occur when allotment of Performance Shares are made to the other participants and subject to the fulfilment of the applicable performance targets.

5. The performance targets (the "**Performance Targets**") that have to be met or exceeded relate to (i) the Company's organic revenue growth (the "**Revenue Growth Target**"); (ii) the Company's Adjusted EBIT (the "**EBIT Target**"); and (iii) the share price development of the Company's shares (the "**Share Price Target**"). The number of Performance Shares allocated to each participant in relation to each Performance Target shall be weighted with 30 per cent to the Revenue Growth Target, with 30 per cent to the EBIT Target and with 40 per cent to the Share Price Target.

For each of the Performance Targets except for the Share Price Target, there will be a minimum level, a target level and a maximum level. If the minimum level is not achieved, no Performance Shares are vested in relation to the relevant Performance Target, if the minimum level is achieved, 33.3 per cent of the Performance Shares pertaining to the relevant Performance Target are vested, if the target level is achieved, 66.7 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 33.3 per cent and 66.7 per cent of the Performance Shares pertaining to the relevant Performance Target and between 66.7 per cent and 100 per cent of the Performance Shares pertaining to the relevant Performance Target, respectively.

For the Share Price Target, there will only be a target level. If the target level is achieved, all Performance Shares pertaining to the Share Price Target are vested and if the target level is not achieved, no Performance Shares pertaining to the Share Price Target will be vested.

The Revenue Growth Target relates to the Company's compounded annual organic growth rate ("**CAGR**") during the financial years 2026, 2027 and 2028. CAGR will be calculated as  $((\text{net revenue in financial year 2028 (reduced with any non-organic net revenue generated through businesses acquired during the financial years 2026-2028)} / \text{net revenue in financial year 2025})^{1/3} - 1)$ . The net revenue for the financial year 2028 will be adjusted in case there is a contractual change with brands, where the implications are that only the commission fee can be recognized as revenue. This would typically be in consignment or concession like agreements with brands. The minimum level for the Revenue Growth Target will be a CAGR of 6 per cent, the target level for the Revenue Growth Target will be a CAGR of 8 per cent and the maximum level for the Revenue Growth Target will be a CAGR of 10 per cent.

The EBIT Target relates to the Company's Adjusted EBIT (the profit/loss before interest and tax adjusted for share-based payments related to employees and items affecting comparability) ("**Adjusted EBIT**") in the financial year 2028. The minimum level for the EBIT Target will be an Adjusted EBIT of MSEK 730, the target level for the EBIT Target will be an Adjusted EBIT of MSEK 830 and the maximum level for the EBIT Target will be an Adjusted EBIT of MSEK 930.

The Share Price Target relates to the development of the Company's share price over the period from the date of the Annual General Meeting 2026 to 23 April 2029. The share price development will be measured based on the volume-weighted average price of the Company's share on Nasdaq Stockholm 30 trading days immediately following the Annual General Meeting 2026 and 30 trading days immediately preceding 23 April 2029. The target level for the Share Price Target will be an increase in the share price with 73 per cent.

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 (as applicable), the allocation of Performance Shares shall be conditional upon that the Company's Adjusted EBIT margin (the profit/loss before interest and tax adjusted for share-based payments related to employees and items affecting comparability / net revenue) in the financial year 2028 is at least 4.25 per cent. If this threshold level for the Company's Adjusted EBIT margin is not met, no Performance Shares shall be allotted in LTI 2026.

Furthermore, the allocation of Performance Shares shall also be conditional upon that the Company at all times during 2028 has fulfilled the financial covenants following from the then applicable loan agreement governing the Company's primary credit facility. To the extent this condition is not met, no Performance Shares shall be allotted in LTI 2026.

Finally, the allocation of Performance Shares shall also be conditional upon that the weighted average quarterly ratio (calculated based on each of the four quarters in the financial year 2028) for "Net working capital - per cent of LTM net revenue" as reported in the Company's full-year report for the financial year 2028 (the "**NWC Ratio**"), does not exceed certain levels to be determined by the Board of Directors before LTI 2026 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 2026. The Board of Directors intends to present the determined NWC Ratio in connection with the expiration of LTI 2026 at the latest.

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 and/or the Performance Targets 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 23 April 2029. 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. For the CEO and Other Group Management, there will be a “clawback mechanism” meaning that:

(a) if the number of Performance Shares allotted has been impacted by material misstatements of the financial results for the financial years 2026–2028;

(b) if it otherwise becomes evident that the number of Performance Shares has been calculated and/or allotted on incorrect grounds; or

(c) if (i) the Company, following a good faith evaluation and due inquiry into the relevant matter, has terminated the participant’s employment (including summary dismissal (*Siv. avsked*)) as a consequence of the participant’s gross misconduct or material breach of any material provisions of the participant’s employment agreement; (ii) the participant has committed any act of fraud in relation to the business of the Company; or (iii) the participant is convicted of a criminal offence (other than a minor road traffic offence) where the imposed penalty could be imprisonment, provided that in each case (i)–(iii), the relevant act or omission occurred during the vesting period for the program;

the Company shall have the right to request that the participant redelivers Performance Shares or pays a cash amount to the Company corresponding to the value of the Performance Shares. The Company’s right to request redelivery/repayment in accordance with the foregoing shall cease on the date falling two years after the date when the Performance Shares were delivered to the participant.

11. For the CEO and Other Group Management, allotment of Performance Shares will be conditional upon that the participants, subject to certain customary exceptions, undertake not to divest a certain percentage of the allotted Performance Shares during a period of 12 months following the delivery of the Performance Shares. The number of Performance Shares subject to the restriction shall as a starting point amount to 50 per cent of the allotted Performance Shares but for participants where the taxation triggered by the delivery of Performance Shares exceed 50 per cent, the percentage shall instead be calculated as 100 – the applicable tax rate.

12. Participation in LTI 2026 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.

13. The Board of Directors shall be responsible for the details and management of LTI 2026 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, and/or offer cash settlement for participants outside Sweden to the extent delivery of Performance Shares to such participants cannot be made at reasonable costs and administrative actions. 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 be entitled to resolve that the Performance Shares 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. Authorization on directed issues of series C shares**

The Board of Directors proposes that the Annual 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 900,000 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 series C shares is to secure delivery of Performance Shares under LTI 2026, which

shall be effected through the Company repurchasing the series C shares issued pursuant to the authorization in accordance with Section C below and thereafter, when the series C shares have been converted to ordinary shares, by transferring ordinary shares to the participants in LTI 2026 in accordance with Section D below.

### **C. Authorization on repurchase of series C shares**

The Board of Directors proposes that the Annual 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 2026.

The Board of Directors' statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act (*Sw.* aktiebolagslagen) is presented in a separate document.

### **D. Resolution on transfer of own ordinary shares**

In order to fulfil the Company's obligations towards participants in LTI 2026, the Board of Directors proposes that the Annual 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 2026, at most 900,000 shares.
2. The shares that can be transferred in accordance with paragraph 1 above may consist of either shares newly issued and repurchased in accordance with Sections B – C above, shares which have been issued and repurchased in connection with corresponding LTI programs, but which are no longer required for the performance of the Company's commitments under such programs, or shares which have been repurchased by the Company through other repurchase authorizations.
3. The number of shares that may be transferred pursuant to LTI 2026 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.
4. The right to acquire ordinary shares shall, with deviation from the shareholders' preferential rights, vest in participants in LTI 2026 who are entitled to be allotted Performance Shares in accordance with the terms and conditions of the program.
5. Transfer of shares to participants in LTI 2026 shall be made free of charge and be executed at the relevant time specified in the terms and conditions for LTI 2026.

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 2026.

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

LTI 2026 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 2026, which is based on the assumption of a share price of SEK 88.45 at the start of the program. The IFRS 2 costs for the Performance Shares related to the Performance Targets have been estimated to SEK 66.52 per Performance Share. If the Company estimates an employee turnover of 0 per cent until shares are allotted approximately three years later, and excludes future dividends of the Company's share, the total costs for LTI 2026 (including costs for social security contributions) are estimated to be approximately MSEK 66, provided that all the Performance Targets are met in full.

Based on the calculation of the total costs as per the above, the anticipated annual costs, including costs for social security contributions, is MSEK 22, which corresponds to approximately 3 per cent of the Company's total employee costs for the financial year 2025. Based on the calculation of the annual costs and the dilution calculated as per the below, the key figure earnings per share for the full year 2025 had been changed from SEK 4.59 to SEK 4.32 had the Company expensed 1/3 of the total costs for LTI 2026 in 2025.

As per the date of the notice, the number of shares in the Company amounts to 65,608,971 shares, whereof 63,864,104 are ordinary shares and 1,744,867 are series C shares which were issued in connection with the previous performance-based share programs and that will be converted into ordinary shares prior to delivery to participants. The Board of Directors has also proposed under item 17 on the agenda that the Annual General Meeting resolves on cancellation of own ordinary shares. After completion of the cancellation of own ordinary shares, the number of ordinary shares in the Company will decrease to 60,255,133.

The maximum number of Performance Shares that can be issued in relation to LTI 2026 amounts to 900,000 which corresponds to a dilution of approximately 1.47 per cent of the Company's ordinary shares, calculated on the number of ordinary shares that will be added upon full issuance of Performance Shares in connection with LTI 2026, and after completion of the cancellation of own ordinary shares proposed under item 17 on the agenda.

Since previously, there are three incentive programs in the Company in the form of three performance-based share programs (LTI 2023, LTI 2024 and LTI 2025). Based on current participation, the existing incentive programs can lead to that in the aggregate 2,697,100 new ordinary shares are issued. In case all outstanding incentive programs as well as the proposed LTI 2026 are exercised in full, a total of 3,597,100 new ordinary shares will be issued, which corresponds to a total dilution of approximately 5.63 per cent of the Company's ordinary shares, calculated on the number of ordinary shares that will be added upon full exercise of all outstanding incentive programs as well as the proposed LTI 2026, and after completion of the cancellation of own ordinary shares proposed under item 17 on the agenda.

The above calculations regarding dilution are calculated based on the assumption that the relevant number of series C shares will be converted to ordinary shares prior to delivery to participants in the existing incentive programs. If delivery of shares instead is made with ordinary shares that have been repurchased by the Company, the dilution will be reduced accordingly. Furthermore, the above calculations regarding dilution and impact on key ratios are subject to re-calculation in accordance with the customary recalculation terms included in the complete applicable terms.

#### *Preparation of the proposal and other information*

The proposal for LTI 2026 has been prepared by the Remuneration Committee together with external consultants. The final proposal has been resolved upon by the Board of Directors.

The Board of Directors' proposal on implementation of a long-term incentive program in accordance with Sections A – D above constitutes an overall proposal which shall be resolved upon as one resolution.

The Chairman of the Board of Directors, or anyone appointed by him, shall be authorized to make minor formal adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office (*Sw.* Bolagsverket) or Euroclear Sweden AB.

#### **Particular majority requirements**

For valid resolutions on the proposals pursuant to items 15 – 17, the proposals have to be supported by shareholders representing at least two-thirds of the votes cast as well as of all shares represented at the Annual General Meeting. For a valid resolution on the proposal pursuant to item 18, 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 Annual General Meeting.

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Malmö in March 2026

Boozt AB (publ)

The Board of Directors

#### **For additional information, please contact:**

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