



Press Release

MALMÖ, SWEDEN, NOVEMBER 20, 2020

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Offering price in Boozt's public offering set at DKK 105 per share – trading on Nasdaq Copenhagen commences today

Boozt AB (publ) ("Boozt" or the "Company") today announces the outcome of the offering of ordinary shares in connection with the cross listing on Nasdaq Copenhagen (the "Offering"). The Offering attracted strong interest from the Danish general public as well as Danish and international institutional investors with the Offering being well oversubscribed. The first day of trading on Nasdaq Copenhagen is expected to be today, 20 November 2020, through temporary purchase certificates.

Hermann Haraldsson, Co-founder & CEO of Boozt:

"To strengthen our readiness to pursue attractive growth opportunities that can supplement our main priority of organic growth, we have offered new ordinary shares and in connection herewith a cross listing in Denmark, which we believe will strengthen our brand awareness in our strongest performing market. We are very happy to see such a strong interest demonstrated by the Danish general public during this cross listing process and public offering, as well as from new Danish and international institutional investors with a long-term interest in Boozt"

Henrik Theilbjørn, Chairman of the Board of Boozt:

"Seeing such a strong demand and support from a variety of investors serves as an acknowledgement of previous accomplishments as well as our ambitions in cementing our leading position within Nordic online fashion and lifestyle. We are especially happy to see the strong interest from private investors, whom we have decided to prioritize in the share allocation as they are an important part of our shareholder base. We would like to take this opportunity to welcome both new and existing shareholders as we embark on the next chapter of our journey"

The Offering in brief

- The final price in the Offering has been set at DKK 105 per share.
- The Offering comprised 5,737,085 new ordinary shares issued by the Company which corresponds to approximately 9% percent of the total number of ordinary shares in the Company after completion of the Offering.
- The Offering of new shares will provide Boozt with gross proceeds of approximately DKK 602 million before issue costs.
- Approximately 2,600 investors have been allocated shares in Boozt. Approximately 23% of the new ordinary shares have been allocated to retail investors in Denmark and approximately 77% of the new ordinary shares have been allocated to Danish and international institutional investors.
- For orders for amounts of more than DKK 3 million, individual allocations have been determined by the Sole Global Coordinator and the board of directors.
- For orders for amounts of up to and including DKK 3 million, reductions have been made mathematically and all numbers of shares have been rounded down to the nearest whole number of shares as follows:
 - Orders for up to and including 1,000 shares, corresponding to DKK 105,000, have been allocated in full;

Boozt is a leading, fast-growing and profitable Nordic technology company selling fashion online. The Group generated net sales amounting to SEK 3.4 billion in 2019. Boozt offers its customers a curated and contemporary selection of fashion brands, relevant to a variety of lifestyles, mainly through its multi-brand webstore Boozt.com. The company is focused on using cutting-edge, in-house developed technology to curate the best possible customer experience. Besides Boozt.com, the company also runs the webstore Booztlet.com and retail stores Booztlet and Beauty by Boozt in Denmark. For more information, please visit www.booztgroup.com.

- Orders for more than 1,000 shares have been allocated 1,000 shares and 75% of the remaining order
- After completion of the Offering, the total number of shares in Boozt will amount to 64,067,164 of which 63,692,578 are ordinary shares and 374,586 are series C shares, and the share capital will amount to SEK 5,338,930.333488.
- Payment for and settlement of the new ordinary shares issued in the Offering is expected to take place on or around 24 November 2020 by way of delivery of temporary purchase certificates through VP Securities in Denmark upon completion of the Offering. Subject to completion of the Offering, the temporary purchase certificates will on 27 November 2020 automatically be exchanged for share entitlements in VP Securities corresponding to a number of ordinary shares in Boozt. Thereafter, the temporary share certificates will cease to exist.
- Trading in the temporary purchase certificates of Boozt on Nasdaq Copenhagen parallel to the shares trading on Nasdaq Stockholm is expected to commence today, 20 November 2020, under the ticker BOOZT N (ISIN SE0015193065). Last day of trading of the temporary purchase certificates is expected to take place on 24 November 2020.
- The first day of trading and official listing on Nasdaq Copenhagen of the Company's ordinary shares under the permanent symbol "BOOZT DKK" (ISIN SE0009888738) is expected to be 25 November 2020 and the admission is conditional upon the Offering not being withdrawn prior to settlement and completion of the Offering, and the Company making an announcement to that effect.
- If the Offering is terminated or withdrawn, the Offering and any associated arrangements will lapse, all submitted orders will be automatically cancelled, any monies received in respect of the Offering will be returned to the investors without interest (less any transaction costs) and admission to trading and official listing of the ordinary shares on Nasdaq Copenhagen will be cancelled. All dealings in the temporary purchase certificates and/or ordinary shares prior to settlement of the Offering are for the account of, and at the sole risk of, the parties concerned.
- Trading in the ordinary shares on Nasdaq Copenhagen will be settled in DKK through VP Securities' settlement system.
- In connection with the Offering, the Company has agreed to, with customary exceptions, not carry out any additional equity issues up until the publication of the Q1 report 2021. Boozt's CEO, Hermann Haraldsson, has also agreed, with customary exceptions, not to sell his holdings in Boozt up until the publication of the Q4 report 2020.

Advisors

Danske Bank is acting as Sole Global Coordinator and Bookrunner. Setterwalls Advokatbyrå AB together with Gorrissen Federspiel Advokatpartnerselskab are acting as legal advisors to the Company and DLA Piper is acting as legal advisor to the Sole Global Coordinator and Bookrunner.

For further information, please contact:

Anders Enevoldsen / Head of Business Development, IR & Corporate Communications / Phone: +45 53 50 14 53 / Email: anen@boozt.com

www.booztgroup.com

Important information

The information contained herein does not contain or constitute an offer to acquire, subscribe or otherwise trade in shares or other securities in Boozt. No action has been taken, and no measures will be taken to permit a public offering in any jurisdictions other than Denmark. Any invitation to subscribe for shares or other securities in Boozt has only been made through the prospectus that Boozt has published 9 November 2020, on its website www.booztgroup.com, as such prospectus has been amended through the prospectus supplement published on 11 November 2020.

The information contained herein is not for publication or distribution, directly or indirectly, in or into the United States, Canada, New Zealand, Australia, Japan, Hong Kong or South Africa. The information contained herein does not constitute an offer of securities for sale in the United States, nor may such securities be offered or sold in the United States. Boozt will not register any portion of the Offering in the United States under the U.S. Securities Act of 1933, as amended (the "Securities Act"). The Offering will be conducted pursuant to an available exemption from, or in a transaction not subject to, the registration requirements in the Securities Act and in compliance with the securities legislation in the relevant state or any other jurisdiction of the United States.

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The issue, exercise and/or sale of securities are subject to specific legal or regulatory restrictions in certain jurisdictions. The Company, Danske Bank A/S, Swedish and Danish Branch, assume no responsibility in the event there is a violation by any person of such restrictions. The information contained herein shall not constitute an offer to sell or a solicitation of an offer to purchase or subscribe, nor shall there be any sale of the securities referred to herein in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of any such jurisdiction. Investors must neither accept any offer for, nor acquire, any securities to which this announcement refers, unless they do so on the basis of the information contained in the applicable prospectus and prospectus supplement that has been published by the Company.

The Company has not authorized, and will not authorize, any offer to the public of securities in any Member State of the European Economic Area (or in the United Kingdom) other than Denmark. With respect to each Member State of the European Economic Area (and the United Kingdom) other than Denmark, and which applies the Prospectus Regulation (each, a "Relevant Member State"), no action has been undertaken or will be undertaken to make an offer to the public of securities requiring publication of a prospectus in any Relevant Member State. As a result, the securities may only be offered in Relevant Member States (a) to any legal entity, which fulfils the requirements of a qualified investor as defined in the Prospectus Regulation; or (b) in any other circumstances falling within Article 1(4) of the Prospectus Regulation. For the purposes of this paragraph, the expression an "offer of securities to the public" means a communication to persons in any form and by any means, presenting sufficient information on the terms of the offer and the securities to be offered, so as to enable an investor to decide to purchase or subscribe for those securities. The expression "Prospectus Regulation" means Regulation (EU) 2017/1129 of the European Parliament and of the Council, as amended. This announcement is directed only at (i) persons who are outside the United Kingdom or (ii) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") and (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2) of the Order (all such persons together being referred to as "relevant persons"). Any investment activity to which this communication relates will only be available to and will only be engaged with, relevant persons. Any person who is not a relevant person should not act or rely on this announcement or any of its contents.

The offering to subscribe for the securities referred to in this announcement, including full terms, conditions and instructions, is only made by means of the prospectus that was published by Boozt on 9 November 2020, on its website www.booztgroup.com following approval and registration by the Swedish Financial Supervisory Authority and subsequent passporting to Denmark, as such prospectus has been amended through the prospectus supplement dated 11 November 2020. The prospectus contains detailed information about the Company and management, as well as financial statements. This announcement is an **advertisement** and not a prospectus for the purpose of the Prospectus Regulation. No one should purchase any securities in the Company except on the basis of information in the prospectus and the prospectus supplement that has been published by the Company. The approval of the prospectus and prospectus supplement should not be understood as an endorsement by the Swedish Financial Supervisory Authority of the securities offered. Potential investors are recommended to read the prospectus and the prospectus supplement before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in Boozt's securities.

Certain statements in this announcement are "forward-looking statements". Forward-looking statements include statements concerning plans, assumptions, projections, objectives, targets, goals, strategies, future events, future revenues or performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, the Company's competitive strengths and weaknesses, plans or goals relating to financial position, future operations and development, its business strategy and the anticipated trends in the industry and the political and legal environment in which it operates and other information that is not historical information, such as investments, the contemplated Offering and listing, future cash flow generation, operating profit margin, financial position and liquidity. In some instances, they can be identified by the use of forward-looking terminology, including the terms "believes", "intends", "may", "will" or "should" or, in each case, their negative or variations on comparable terminology. Forward-looking statements in this announcement are based on assumptions, many of which in turn are based on assumptions. By their very nature, forward-looking statements involve inherent risks, uncertainties and assumptions, both general and specific, and the risk exists that the predictions, forecasts, projections, plans and other forward-looking statements will not be achieved. Given these risks, uncertainties and assumptions, you are cautioned not to place undue reliance on such forward-looking statements. Any forward-looking statements contained herein speak only as at the date of this release. Save as

required by law, the Company does not intend and does not assume any obligation, to update or correct any forward-looking statement contained herein, whether as a result of new information, future events or similar circumstances.

Information to distributors

With reference to the product governance requirements in: (a) MiFID II, (b) Articles 9 and 10 in the Commission Delegated Directive 2017/593/EU of 7 April 2016 supplementing MiFID II, and (c) Chapter 8 Sections 13 and 14 of the Swedish Securities Act as well as Chapter 5 Section 5 of the Swedish Financial Supervisory Authority's regulations regarding investment services and activities, FFFS 2017:2, and (d) the Danish Executive Order No. 922 of 29 June 2017 on product approval procedures (together the "Product governance requirements of MiFID II"), and without liability for damages that may otherwise rest with a "producer" in accordance with the Product governance requirements of MiFID II, shares in the Company have been subject to a product approval process, where the target market for the shares in the Company are (i) non- professional investors and (ii) investors who fulfil the requirements of a professional investor and eligible counterparty, each a "Target Market" pursuant to MiFID II. Notwithstanding the Target Market assessment the distributors shall note that: the value of the shares in the Company may decrease and it is not guaranteed that an investor will get whole or a part of the invested amount in return; shares in the Company does not offer a guaranteed income or a capital protection; and an investment in shares in the Company is only suitable for an investor who does not need a guaranteed income or a capital protection who (alone or together with a suitable financial or other advisor) is capable of evaluating the benefits and the risks with such an investment and who has sufficient financial means to bear any losses that may arise. The Target Market review does not affect the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering. The Target Market assessment shall not be considered as (a) a suitability assessment pursuant to MiFID II; or (b) a recommendation to any investor or group of investors to invest in, acquire, or take any other action regarding shares in the Company. Each distributor is responsible for its own Target Market assessments regarding shares in the Company and for determining the appropriate distribution channels.

This information is information that Boozt is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2020-11-20 07:15 CET.