

Complete proposal regarding the Nomination Committee at the Annual General Meeting 2017 of Hoist Finance AB (publ), reg. no. 556012-8489

It is proposed that the company adopts rules regarding nominating the Nomination Committee before the Annual General Meeting in accordance with the proposed principles below. The rules shall apply until a resolution regarding change of the procedure for nominating the Nomination Committee is resolved by the General Meeting.

The Nomination Committee of Hoist Finance AB (publ) propose:

1. That the company shall have a Nomination Committee consisting of one representative of each of the three shareholders or group of shareholders controlling the largest number of votes according to section 2 below, which desires to appoint a representative, and the Chairman of the Board of Directors. The names of the three shareholder representatives and the names of the shareholder(s) who appointed the representatives shall be published not later than six months prior to the Annual General Meeting. The Nomination Committee's term of office extends until a new Nomination Committee has been appointed. Chairman of the Nomination Committee shall, if the members of the committee unanimously do not agree otherwise, be the member that represents the shareholder controlling the largest number of votes.
2. That the Nomination Committee shall be formed based on the shareholder statistics from the Euroclear Sweden AB, as per the last banking day in August the year before the Annual General Meeting and on all other reliable ownership information that has been provided to the company at this point of time. In the assessment of the three largest shareholders a group of shareholders shall be regarded as one owner provided that they (i) have been grouped together in the Euroclear Sweden system or (ii) have made public and notified the company in writing that they have agreed in writing to have a long term unified conduct regarding the management of the company through coordinating the use of their voting rights. If a shareholder who is offered to serve on the Nomination Committee declines, the inquiry shall instead be offered to the largest shareholder in turn, based on information in accordance with the above.
3. That, if before the year end preceding the Annual General Meeting, one or more shareholders who have been appointed members of the Nomination Committee cease to belong to the three shareholders controlling the largest number of votes, said members shall leave their places of the Nomination Committee and the shareholder(s) that currently is among the three largest shareholders shall, after having contact with the Chairman of the Nomination Committee, be offered to appoint a member of the Nomination Committee. However, the composition of the Nomination Committee may remain unchanged following changes in the ownership structure of the company that the Chairman of the Nomination Committee considers to be minor.

A shareholder that has become one of the three largest shareholders later than the year end preceding an Annual General Meeting can by the Nomination Committee instead be offered to appoint a representative who is co-opted to the Nomination Committee.

A shareholder, which has appointed a member of the Nomination Committee, has the right to dismiss its appointed member and appoint a new member of the Nomination Committee. Changes of the composition of the Nomination Committee shall be made public as soon as such changes have taken place.

4. That the Nomination Committee shall present the following proposals for resolutions at the Annual General Meeting:
 - (a) proposal for Chairman of the Meeting;
 - (b) proposal for Members of the Board of Directors;
 - (c) proposal for Chairman of the Board of Directors;
 - (d) proposal for remuneration to the Members of the Board of Directors, distinguishing between the Chairman of the Board of Directors and other Members of the Board of Directors and remuneration for committee work;
 - (e) proposal for auditors; and
 - (f) proposal for remuneration to auditors.

5. That the Nomination Committee shall, in connection with their assignment, accomplish their duties in accordance with the Swedish Code of Corporate Governance and guidelines issued by the European Banking Authority regarding the assessment of the suitability of members of the management body. The company shall, upon the request of the Nomination Committee, provide the Nomination Committee with personnel resources, such as secretarial services, in order to facilitate for the Nomination Committee's work. In case of need, the company shall also assist the Nomination Committee with reasonable costs for external consultancy services that the Nomination Committee assesses as necessary in order for the Nomination Committee to be able to complete its assignment.

The Instruction above shall be applicable until the General Meeting resolves otherwise.

Stockholm, March 2017