

Proposal of the Board of Directors for (A) approval of the Board of Directors' resolution on deferred variable remuneration in the form of shares in accordance with the Deferred Bonus Plan 2019, and (B) hedging activities in respect thereof, comprising an amendment of the Articles of Association

The Board of Directors of Hoist Finance AB (publ) (“**Hoist Finance**”) has resolved on a restructured performance- and share based remuneration program for 2019, comprising the management team, senior executives and key employees in accordance with the below, called *Hoist Finance Global Executive Deferred Bonus Plan* (in this proposal called “**Deferred Bonus Plan**”), subject to the approval of the Annual General Meeting in accordance with the below.

Hoist Finance currently has a cash bonus program for senior executives which enables the senior executives to receive a cash bonus amounting to a maximum of 50 per cent of the senior executive's fixed salary, provided that certain financial and non-financial conditions are achieved and with either 60 or 40 per cent deferred over three years. It is the opinion of the Board of Directors that the present cash bonus program has been appropriate, however, that the proposed restructured bonus plan will encourage increases in shareholder value whilst attracting and retaining senior executives and key employees considered essential for Hoist Finance and long-term success, as well as aligning the interests of participants with those of the company's shareholders. The key changes are that the cap for the variable remuneration is raised to a maximum of 100 per cent of the fixed salary and that 60 per cent of the variable remuneration shall be deferred and paid in ordinary shares in Hoist Finance. Participation in the Deferred Bonus Plan entails, normally, that up to a certain number of shares received through the plan are retained and not transferred.

In order to hedge the undertakings and costs of Hoist Finance related to the proposed program, the Board of Directors further proposes that the Articles of Association shall be amended to enable Hoist Finance to issue a new, convertible and redeemable series of shares (C shares), that the Board of Directors shall be authorised to resolve on a new share issue as well as repurchase of series C shares and that the General Meeting resolves on the transfer of ordinary shares in Hoist Finance to the participants in the program.

It is the Board of Directors' intention that share based deferred bonus plans shall be annual and that the Board of Directors, after evaluation, intend to return with a corresponding proposal in respect of forthcoming financial years.

A *Proposal for approval of the Board of Directors' resolution on deferred variable remuneration in form of shares in accordance with the Deferred Bonus Plan 2019*

1. Terms and conditions for the Deferred Bonus Plan

The Board of Directors proposes that the Annual General Meeting resolves on a deferred variable remuneration in form of shares pursuant to the Deferred Bonus Plan 2019 in accordance with the below.

- i. The Deferred Bonus Plan shall comprise approximately 15 to 25 employees, comprising senior executives, executive management and a number of key employees within the Hoist Finance group.
- ii. The principles already applicable under the existing cash bonus program, within the scope of the guidelines for remuneration to senior executives adopted by the Annual General Meeting 2018, will continue to apply, however, with the adjustments of the guidelines that the Board of Directors propose that the Annual General Meeting 2019 shall approve that the variable remuneration to senior executives may amount to up to 100 per cent of the fixed salary. The performance targets are based on the improvement of results and have been determined according to the local business activities and aim to strengthen the group's long-term profitability. The performance targets vary depending on in which part of the business the participant is working and also include a financial performance target that is based on the return on equity for Hoist Finance. The performance improvement compared to last year's result, which is required to achieve a maximum bonus, varies for different entities throughout the group.
- iii. Provided that applicable performance criteria are met, the annual bonus outcome will be determined in the beginning of 2020 and be payable as follows.
 - a) 40 per cent of the bonus will be paid in cash after the Annual General Meeting's approval of the annual report for 2019; and
 - b) 60 per cent of the bonus will be paid in ordinary shares in Hoist Finance ("**Bonus Shares**"), by one third each for the following three years. The number of Bonus Shares each participant receives shall be determined based on the volume-weighted average price paid for the company's shares during the period of five trading days immediately after publication of the 2019 year-end report, but at the lowest SEK 39.50¹.
- iv. Payment of the deferred remuneration by transfer of Bonus Shares as described above is conditional upon that the participant is still employed in Hoist Finance at the time of the transfer of Bonus Shares, except where the employee has left his/her employment due to retirement, death, long-term illness, or other common exceptions, in which case the employee shall have a continued right to receive Bonus Shares.
- v. Prior to payment of deferred remuneration by transfer of Bonus Shares as described above, the employee will not be granted any rights (*e.g.* voting rights or right to dividend) connected to the Bonus Shares. At transfer of the Bonus Shares to the Participant in accordance with the above, the Participant shall, however, be entitled to a cash

¹ Closing price at the day of the year-end report 2018.

consideration for the possible ordinary dividend paid per earned Bonus Shares during the period from a resolution on bonus has been made until the Bonus Shares have been transferred to the Participant.

- vi. The number of Bonus Shares to be obtained and the minimum price set out in section 1(iii)(b) above may be subject to re-calculation due to new share issues, split, reverse share split and similar measures.
- vii. Participation in the Deferred Bonus Plan should normally include a requirement that participants during their employment in the Hoist Finance group shall retain Bonus Shares received net of tax until the holding equals at least 50 per cent of the fixed annual salary (net of tax). The Board of Directors may decide on exceptions from this requirement if deemed necessary or otherwise appropriate for legal, administrative or similar reasons.
- viii. The Board of Directors shall be entitled to resolve on a reduction of the allotment of Bonus Shares if allotment in accordance with the above conditions – considering Hoist Finance’s result and financial position, other circumstances regarding the group’s development and the conditions on the stock market – would be clearly unreasonable. In addition, the Board of Directors may decide that the Bonus Shares will instead be replaced by a cash amount corresponding to the value of the Bonus Shares if deemed necessary or otherwise appropriate for legal, administrative or similar reasons.
- ix. Participation in the Deferred Bonus Plan presumes that such participation is lawful and that such participation in Hoist Finance’s opinion can take place with reasonable administrative costs and economic efforts.
- x. The Board of Directors shall be responsible for the particulars and the handling of the Deferred Bonus Plan within the frame of the above principal guidelines and shall also be entitled to make such minor adjustments which may prove necessary due to legal or administrative circumstances. The Board of Directors shall have the right to delegate its task to the remuneration committee.

2. Hedging

In order to secure delivery of Bonus Shares and to cover administrative costs, mainly costs for social security contributions, the Board of Directors proposes to resolve on a directed issue of convertible and redeemable C shares, followed by a repurchase and conversion into ordinary shares, and to resolve on transfer of own ordinary shares to participants in the Deferred Bonus Plan in accordance with section B below.

3. Scope and dilution

The maximum number of Bonus Shares that may be allotted to the participants under the Deferred Bonus Plan amounts to 500,000, which corresponds to 0.56 per cent of the share capital and votes in the company as at 31 March 2019.² Aggregated with the maximum number of additional shares that may be transferred, which mainly consists of cash flow related hedging of costs for social

² The number of Bonus Shares and minimum price set out in section 1(iii)(b) under the Deferred Bonus Plan shall, however, according to further conditions resolved by the Board of Directors, be subject to recalculation if Hoist Finance group makes a new share issues, split of shares, consolidation of shares or similar actions, taking into account general practice for an equivalent incentive program.

security contributions, the Deferred Bonus Plan will comprise not more than 700,000 shares and the maximum dilution of the program will amount to approximately 0.78 per cent of the share capital and votes in Hoist Finance group.

4. Estimated costs and effects on key ratios

The total costs for the Deferred Bonus Plan's relate by 40 per cent to cash awards and 60 per cent to Bonus Share awards, together estimated to be approximately SEK 39,000,000, provided that the performance conditions are fully met. Of these costs, approximately SEK 9,000,000 relate to other costs, in particular social security contributions, including those relating to Bonus Share awards hedged through the issue of series C shares.

Given the full-year result of 2018, the costs for the Deferred Bonus Plan would have resulted in a reduction of earnings per share of SEK 0.51. However, the Board of Directors believes that the expected positive effects on Hoist Finance's financial results of meeting all the performance conditions of the Deferred Bonus Plan will outweigh the costs for the program.

5. Preparation of the proposal

The above proposal for the Deferred Bonus Plan has been prepared and processed by the Board of Directors and the remuneration committee in consultation with the major shareholders.

6. Other incentive programs in Hoist Finance

At present, Hoist Finance has no existing share based incentive program.

B Proposal for amendment of the Articles of Association and hedging activities

In order to implement the Deferred Bonus Plan in a cost-effective and flexible manner, the Board of Directors proposes that the undertakings of the company for delivery and costs referable to Bonus Shares primarily shall be hedged by a directed issue of convertible and redeemable C shares followed by repurchase and conversion to ordinary shares and a resolution on transfer of own ordinary shares to senior executives in accordance with the following.

1. Resolution on amendment of the Articles of Association

The Articles of Association shall be amended in a way that will enable the issuance of a new series of shares, series C shares, which will entitle the holder to one tenth of a vote per share. The series C share shall not entitle to dividends. Furthermore, the series C share shall be redeemable at the quota value of the share on the initiative of Hoist Finance's Board of Directors. Further, a series C share shall be able to be converted into an ordinary share upon the resolution of the Board of Directors. The proposed new wording of § 5 of the Articles of Association is attached, [Appendix A](#).

2. Authorisation for the Board of Directors to resolve on a directed issue of series C shares

Authorisation for the Board of Directors to resolve on a directed issue of redeemable and convertible series C shares in Hoist Finance on the following terms and conditions.

1. The maximum number of series C shares to be issued shall amount to 700,000.

2. The authorisation may be exercised on one or several occasions until the Annual General Meeting 2020.
3. With deviation from the shareholders' preferential rights, the new shares may be subscribed for only by one external party after arrangement in advance.
4. The amount to be paid for each new share (the subscription price) shall equal the share's quota value at the time of subscription.
5. The new series C shares shall be subject to Chapter 4, Section 6 of the Swedish Companies Act (conversion restriction) and Chapter 20, Section 31 of the Swedish Companies Act (redemption restriction).

The purpose of the authorisation is to secure the undertakings of Hoist Finance according to the Deferred Bonus Plan and, in terms of liquidity, to hedge payments of future social security contributions related to Bonus Shares.

3. Authorisation for the Board of Directors to repurchase issued series C shares

Authorisation for the Board of Directors to resolve on repurchase of all issued redeemable and convertible series C shares in Hoist Finance on the following terms and conditions.

1. Repurchase may take place by way of an acquisition offer directed to all holders of series C shares in Hoist Finance.
2. The authorisation may be exercised on one or several occasions until the Annual General Meeting 2020.
3. The maximum number of series C shares to be repurchased shall amount to 700,000.
4. Repurchase shall be made at a price per share of minimum 100 per cent and maximum 115 per cent of the quota value applicable at the time of subscription.
5. Payment of repurchased shares shall be made in cash.
6. The Board of Directors shall have the right to resolve on other terms and conditions for the repurchase.
7. Repurchase may also be made of a so-called interim share, by Euroclear Sweden AB designated as a Paid Subscribed Share (*Sw. Betald Tecknad Aktie (BTA)*), regarding a series C share.

The purpose of the authorisation is to secure the undertakings of Hoist Finance according to the Deferred Bonus Plan and, in terms of liquidity, to hedge payments of future social security contributions related to Bonus Shares.

4. Proposal for resolution on transfer of the company's own ordinary shares to participants in the Deferred Bonus Plan

Resolution on transfer of the company's own ordinary shares to participants in the Deferred Bonus Plan on the following terms and conditions.

1. A maximum number of 500,000 Hoist Finance shares may be transferred to participants in the Deferred Bonus Plan.
2. With deviation from the shareholders' preferential rights, the right to acquire Hoist Finance shares shall comprise employees in the group participating in the Deferred Bonus Plan, with a right for each of the participants to acquire the maximum number of shares stipulated in the terms and conditions of the Deferred Bonus Plan.
3. Transfer of Hoist Finance shares shall be made free of charge at the time for, and according to the terms for, the allotment of Hoist Finance shares to participants in the Deferred Bonus Plan.
4. The number of Hoist Finance shares that may be transferred under the Deferred Bonus Plan shall be recalculated due to any intervening new share issues, split of shares, consolidation of shares or similar actions.

Since the Deferred Bonus Plan is not expected to give rise to any costs for social security contributions of Hoist Finance prior to the transfer of the Bonus Shares (and since a resolution on transfer is valid only until the next Annual General Meeting), the Board of Directors has decided not to propose that the Annual General Meeting resolve on transfer of the company's own ordinary shares on a regulated market for hedging of cash flow for social security payments. However, before any transfers of Hoist Finance shares to participants in the Deferred Bonus Plan can be made, the Board of Directors intends to propose to a later General Meeting to resolve on transfers of the company's own ordinary shares on a regulated market in order to hedge such payments.

5. Reasons for deviation from the shareholders' preferential rights etc.

The reason for deviation from the shareholders' preferential rights is that Hoist Finance's wish to implement the proposed Deferred Bonus Plan in the way the Board of Directors considers most cost effective for shareholders. Therefore, and in light of the above stated, the Board of Directors considers it to be advantageous to Hoist Finance and the shareholders that the participants in the Deferred Bonus Plan are invited to become shareholders of Hoist Finance.

In order to minimize Hoist Finance's costs for the Deferred Bonus Plan, the subscription price shall equal the share's quota value.

In order for the resolution under section B to be valid, the Board of Directors' proposal must be supported by shareholders representing at least nine-tenths of both the votes cast and shares represented at the Annual General Meeting. Provided that the proposed hedging measures according to section B is not supported by enough shareholders, it is the Board of Directors' intention to hedge the delivery of Bonus Shares and administrative expenses (including social security contributions) through a so called share swap agreement.

The Board of Directors proposes that the CEO be authorised to make such minor amendments of the proposal as may be required in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

Stockholm in April 2019
Hoist Finance AB (publ)
The Board of Directors

Appendix A

New wording of § 5 in the Articles of Association

The number of shares in the company shall be no less than 60,000,000 and no more than 240,000,000.

Shares may be issued in two classes, ordinary shares and Class C shares. Ordinary shares may be issued to a maximum number of 100% of all the shares in the company and Class C shares may be issued to a maximum number of 5% of all the shares in the company.

Ordinary shares shall entitle the holder to one vote per share and Class C shares to one-tenth (1/10) of a vote per share.

Shares of Class C do not entitle to dividend. In the event of the company's liquidation, shares of Class C carry preferred liquidation rights to the company's assets as the company's ordinary shares, however limited up to and not in excess of an amount corresponding to shares quotient value.

Where the company resolves to issue new ordinary shares and Class C shares, by way of a cash issue or a set-off issue, one ordinary share and one Class C share shall entitle the holder to pre-emption rights to subscribe for new shares of the same class pro rata to the number of shares previously owned by the holder (primary pre-emption rights). Shares that are not subscribed for pursuant to primary pre-emption rights shall be offered to all shareholders for subscription (subsidiary subscription). Unless shares offered in such manner are sufficient for the subscription which takes place pursuant to subsidiary pre-emption rights, the shares shall be allotted among the subscribers pro rata to the number of shares previously owned and where this is not possible, through drawing of lots.

Where the company resolves to issue only ordinary shares or Class C shares, by way of a cash issue or set-off issue, all of the shareholders, irrespective if their shares are ordinary shares or Class C shares, shall hold rights to subscribe for new shares pro rata to the number of shares previously owned.

The provisions above shall not entail any restrictions on the possibility for the company to adopt a resolution regarding a cash issue or set-off issue without regard to shareholders' pre-emption rights.

The provisions above regarding shareholders' pre-emption rights shall apply mutatis mutandis to such an issue of warrants or an issue of convertible instruments, which is not paid by way of non-cash issue.

Upon an increase in the share capital by way of a bonus issue, new shares of each class shall be issued pro rata to the number of shares of the same class which are already in existence. In relation thereto, old shares of a particular class shall entitle the holder to rights to shares of the same class. The aforementioned shall not entail any restrictions on the possibility for the company to issue shares of a new class through a bonus issue, following any necessary amendments to the articles of association.

The company's board of directors is authorised to decide on a reduction of the share capital through redemption of all Class C shares. In conjunction with the adoption of a resolution regarding redemption, holders of Class C shares shall be obliged to surrender all of their Class C

shares for an amount equal to the quotation value of the shares. Payment of the redemption amount shall take place immediately.

Class C shares, held by the company, shall, at request of the board of directors, be converted into ordinary shares. Conversion shall thereafter be notified for registration at the Swedish Companies Registration Office without delay and be effected upon registration in the Register of Companies and when it has been recorded in the CSD register.