

## Notice of the Annual General Meeting in Hoist Finance AB (publ)

Shareholders of Hoist Finance AB (publ), reg. no. 556012-8489 (“**Hoist Finance**” or the “**company**”), are hereby invited to attend the Annual General Meeting, on Wednesday 10 May 2023, at 11:00 a.m. CEST at Hotel At Six, Brunkebergstorg 6, Stockholm. Registration will open at 10:30 a.m. CEST.

### Notification of attendance

Shareholders who wish to attend the Annual General Meeting shall both, be registered in the shareholders' register maintained by Euroclear Sweden AB (the Swedish Central Securities Depository), on Tuesday 2 May 2023, and, notify the company of their intention to attend the meeting no later than Thursday 4 May 2023.

Notification shall be given in writing and sent to:

Hoist Finance AB (publ)  
*Annual General Meeting*  
Box 7848  
103 99 Stockholm  
Sweden  
or bolagsstamma@hoistfinance.com

The notification must include the shareholder's name, personal identification number/registration number, address, telephone number and the number of shares held and, if any, the number (maximum two) and name of accompanying assistants.

Representatives of minors and corporate representatives shall submit authorisation documents to the company well in advance of the Annual General Meeting. A certificate of registration (or equivalent documents) evidencing the authority to issue the power of attorney, shall be enclosed if the power of attorney is issued by a legal entity. Power of attorney forms will be available on the company's webpage, [www.hoistfinance.com](http://www.hoistfinance.com).

To be able to attend and vote at the Annual General Meeting, the shareholders whose shares are registered in the name of a nominee must have such shares temporarily registered in their own names, in the shareholders' register maintained by Euroclear Sweden AB. This procedure, so-called voting rights registration, must have effect on Thursday 4 May 2023 and should be requested from the nominee well in advance of this date.

### Shareholders' right to request information

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 material harm to the company, provide information at the Annual General Meeting about circumstances that may affect the evaluation of an item on the agenda, circumstances that may affect the evaluation of the company's or subsidiaries' financial position and the company's relation to other group companies. Shareholders, who wish to submit questions ahead of the Annual General Meeting, shall send these to:

Hoist Finance AB (publ),  
*Annual General Meeting*  
Box 7848  
103 99 Stockholm  
Sweden  
or [bolagsstamma@hoistfinance.com](mailto:bolagsstamma@hoistfinance.com)

### Proposed agenda

1. Opening of the meeting
2. Election of the Chairman of the meeting
3. Drawing up and approval of voting list
4. Approval of the agenda
5. Election of two persons to verify the minutes
6. Determination of whether the meeting has been duly convened
7. Presentation of the Annual Report and the auditor's report, and the consolidated financial statements and the consolidated audit report, for the financial year 1 January – 31 December 2022
8. Presentation by the CEO
9. Presentation of the Board's work in 2022 by the Chairman of the Board
10. Resolution on adoption of the income statement and the balance sheet as well as the consolidated income statement and consolidated balance sheet
11. Resolution on disposition of the company's earnings according to the approved balance sheet
12. Resolution on remuneration report
13. Resolution on discharge from personal liability of the Directors and the CEO
14. Resolution on the number of Directors, remuneration to be paid to the Directors and to the auditor, election of Directors, the Chairman of the Board and election of auditor
15. Resolution on guidelines for remuneration to senior executives

16. Resolution on authorisation for the Board of Directors to resolve on new issues of shares
17. Resolution on authorisation for the Board of Directors to resolve on acquisitions of own shares
18. Closing of the meeting

## **Proposals**

The Nomination Committee consisting of Per Arwidsson, Chairman (Arwidso), Erik Selin (Erik Selin Fastigheter AB), Lennart Ågren (Svea Bank AB (publ)) and Lars Wollung, Chairman of the Board in Hoist Finance AB (publ), have submitted proposals to be resolved upon under items 2 and 14 on the agenda.

The Board of Directors has submitted proposals to be resolved upon under items 11, 12 and 15-17 on the agenda.

### ***Item 2 – Election of the Chairman of the meeting***

The Nomination Committee proposes Lars Wollung, chairman of the Board of Hoist Finance, to be elected as Chairman of the Annual General Meeting 2023.

### ***Item 11 – Resolution on disposition of the company's earnings according to the approved balance sheet***

The Board of Directors proposes that the Annual General Meeting 2023 resolves to not distribute a dividend to the shareholders of Hoist Finance for the financial year 1 January – 31 December 2022, and that available profits are carried forward.

### ***Item 12 – Resolution on remuneration report***

The Board of Directors proposes that the Annual General Meeting 2023 resolves to approve the Board of Directors' report on remuneration pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

### ***Item 14 – Resolution on the number of Directors, remuneration to be paid to the Directors and to the auditor, election of Directors, the Chairman of the Board and election of auditor***

The Nomination Committee proposes the following:

- That the Board of Directors shall be composed of six (6) members, with no deputy members;

- Re-election of Bengt Edholm, Camilla Philipson Watz, Christopher Rees, Rickard Westlund, Lars Wollung and Peter Zonabend as members of the Board of Directors for the period until the next Annual General Meeting; and
- Election of Lars Wollung as Chairman of the Board of Directors.

A presentation of the persons proposed to be re-elected as Board members will be available at the company's website, [www.hoistfinance.com](http://www.hoistfinance.com).

The Nomination Committee suggests the following board remuneration.

- Chairman of the Board of Directors: SEK 1,475,000
- Member of the Board of Directors: SEK 490,000
- Chairman of the Risk and Audit Committee: SEK 200,000
- Member of the Risk and Audit Committee: SEK 125,000
- Chairman of the Investment Committee: SEK 200,000 (previously SEK 175,000)
- Member of the Investment Committee: SEK 125,000 (previously SEK 100,000)
- Chairman of the Finance Committee: SEK 250,000 (newly established)
- Member of the Finance Committee: SEK 150,000 (newly established)
- Chairman of the Remuneration Committee: SEK 100,000 (previously SEK 50,000)
- Member of the Remuneration Committee: SEK 50,000

The Nomination Committee proposes, in accordance with the recommendation from the board's Risk and Audit Committee, re-election of the registered accounting firm Ernst & Young Aktiebolag ("EY") as auditor until the end of the Annual General Meeting 2024. EY has informed that, if the Annual General Meeting resolves in accordance with the Nomination Committee's proposal, the authorized public accountant Daniel Eriksson will be the auditor in charge.

The Nomination Committee proposes that the auditor shall be entitled to a fee in accordance with approved invoices.

#### ***Item 15 – Resolution on guidelines for remuneration to senior executives***

The Board of Directors proposes that the Annual General Meeting resolves on guidelines for remuneration to senior executives as set forth below. Compared with the current guidelines, an amendment is proposed to the effect that variable remuneration under the guidelines may only

be paid out in cash. The Board has not received any comments from the shareholders concerning the existing guidelines for remuneration to senior executives.

These guidelines cover senior executives in Hoist Finance AB (publ) (“**Hoist Finance**” or the “**Company**”). The term senior executives shall in this context mean the CEO and the other members of the executive management team, and board members to the extent they receive remuneration for services performed outside of their Board duties. The guidelines are applicable to remuneration agreed, and amendments to remuneration already agreed, after the adoption of the guidelines by the Annual General Meeting 2023. The guidelines do not apply to any remuneration decided by the General Meeting.

### **The guidelines’ promotion of the Company’s business strategy, long-term interests and sustainability**

The remuneration in Hoist Finance shall encourage senior executives to promote the Company’s business strategy, long-term interests and sustainability and a behaviour in line with the Company’s ethical code of conduct and values. The remuneration shall also be structured to enable Hoist Finance to attract, retain and motivate employees who have the requisite skills. The remuneration shall encourage good performance, prudent behaviour and risk-taking aligned with customer and shareholder expectations. Hoist Finance’s business strategy, long-term interests and sustainability work are described on the Company’s webpage, [www.hoistfinance.com](http://www.hoistfinance.com).

### **Types of remuneration**

The remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. Additionally, the General Meeting may, irrespective of these guidelines, resolve on, among other things, share-related or share price-related remuneration.

#### *Fixed cash salary*

Salaries shall be gender- and age-neutral and cannot be discriminatory. Hoist Finance views remuneration from a comprehensive perspective and, accordingly, takes all remuneration components into account. Remuneration is weighted in favour of fixed salary, which is based on the position’s complexity and level of responsibility, prevailing market conditions and individual performance.

#### *Variable cash remuneration*

Variable cash remuneration for senior executives shall not exceed 100 per cent of the fixed annual cash salary. Variable remuneration is based on various financial and non-financial criteria, and is linked to the performance of the Hoist Finance group and the relevant business

unit respectively, and to individual targets. It is hence distinctly linked to the business strategy and thereby to the Company's long-term value creation, including its sustainability.

Variable remuneration takes into account the risks involved in the Company's operations and is proportional to the group's earning capacity, capital requirements, profit/loss and financial position. The payment of variable remuneration must not undermine the group's long-term interests and is contingent upon the recipient's compliance with internal rules and procedures. Variable remuneration is not paid to a senior executive who has participated in or been responsible for any action resulting in significant financial loss for the group or the relevant business unit.

For senior executives, payment of 51 per cent of the variable remuneration is deferred for a period of at least three years. Variable remuneration, including deferred remuneration, is only paid to the extent warranted by the group's financial situation and the performance of the group and the relevant business unit, and the senior executive's achievements.

The fulfilment of the criteria for payment of variable cash remuneration shall be measured during a period of one year. When the measurement period for the fulfilment of the criteria for the payment of variable cash remuneration has ended it shall be evaluated/determined to which extent the criteria have been fulfilled. The Remuneration Committee, and the Board of Directors with respect to remuneration to the CEO, are responsible for the assessment.

#### *Pension benefits and other benefits*

Pension and insurance are offered pursuant to national laws, regulations and market practices and are structured as collective agreements, company-specific plans or a combination of the two. Hoist Finance has defined-contribution pension plans. Variable cash remuneration shall not qualify for pension benefits. The pension premiums for premium defined pension shall amount to no more than 30 per cent of the fixed annual cash salary.

Other benefits may include, for example, life insurance, medical insurance (*Sw. sjukvårdsförsäkring*) and company cars. Other benefits are designed to be competitive in relation to similar operations in each respective country. Such benefits may amount to no more than 10 per cent of the fixed annual cash salary.

For employments governed by other rules than Swedish rules, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

#### **Sign-on bonus**

Remuneration for new hires, so-called "sign-on bonus", is only offered in exceptional cases and then only to compensate for non payment of variable remuneration relating to the senior

executive's previous employment contract. Sign-on bonuses are paid during the year in which the senior executive begins to work. Decisions on exceptional cases are made in accordance with the decision-making process for variable remuneration.

### **Loans**

Issuing loans to senior executives is not permitted.

### **Salary and employment conditions for employees**

In the preparation of the Board of Directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the Company have been taken into account by including information on the employees' total income, the components of the remuneration and the increase and growth rate over time, in the Remuneration Committee's and the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

### **The decision-making process to determine, review and implement the guidelines**

The Board of Directors has established a Remuneration Committee. The committee's tasks include the preparation of the Board of Director's decision on the proposal of guidelines for executive remuneration. The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the General Meeting. The guidelines shall remain in force until new guidelines are adopted by the General Meeting.

The Remuneration Committee shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the Company. The chairman of the board may be the chairman of the Committee. Other Committee members elected by the General Meeting shall be independent of the Company and its executive management. The CEO and other members of the executive management team do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

### **Termination of employment**

Upon the group's termination of an employment contract, the maximum notice period is twelve months and no severance payment is made.

### **Remuneration to board members for services performed outside of their Board duties**

Directors, elected at General Meetings, may in certain cases receive remuneration for services performed within their respective areas of expertise, outside of their Board duties.

Compensation for these services shall be paid at market terms and be approved by the Board of Directors.

#### **Derogation from the guidelines**

The Board of Directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the Company's long-term interest, including its sustainability, or to ensure the Company's financial viability. Since the Remuneration Committee's tasks include the preparation of the Board of Directors' resolution in remuneration-related matters, any resolutions to derogate from the guidelines shall also be prepared by the Remuneration Committee.

#### ***Item 16 – Resolution on authorisation for the Board of Directors to resolve on new issues of shares***

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to resolve, until the next Annual General Meeting, on one or several occasions, with or without deviating from the shareholders' preferential rights, against cash payment, through set-off or against consideration in kind, on issuance of new ordinary shares.

The number of shares in the company may, by virtue of this authorisation, not exceed an increase of ten (10) per cent of the number of shares on the date of the Annual General Meeting.

The purpose of this authorisation is solely to enable the raising of capital for financing of acquisitions of companies or businesses and larger portfolio investments.

The subscription price shall be marketable and determined in accordance with the prevailing market conditions at the time the shares are issued.

The Board of Directors also proposes that a resolution is adopted at the Annual General Meeting granting the CEO, or an individual appointed by the CEO, the authority to make any minor adjustments to the shareholders' resolution as may prove necessary in conjunction with the registration of the resolution.

For a valid resolution in accordance with the Board of Directors' proposal as per above, the resolution must be supported by shareholders representing at least two thirds of both the votes made and the shares represented at the Annual General Meeting.



***Item 17 – Resolution on authorisation for the Board of Directors to resolve on acquisitions of own shares***

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to resolve, until the next Annual General Meeting, on one or several occasions, subject to applicable capital adequacy requirements at any given time, on acquisition of own shares according to the following terms and conditions:

- Acquisitions of own shares may be made of no more than so many shares that the company's holding of treasury shares at any given time amounts to no more than ten (10) per cent of the total number of shares in the company.
- Acquisitions of own shares may only be made on Nasdaq Stockholm and in accordance with the Nasdaq Stockholm Rulebook for Issuers.
- Acquisitions of own shares may only be made at a price per share within the spread registered on Nasdaq Stockholm from time to time, meaning the spread between the highest bid price and the lowest ask price.
- Payment for the shares shall be made in cash.

The mandate to repurchase the company's own shares provides the Board of Directors with an efficient tool to improve flexibility in the management of the capital structure and thus contribute to increasing shareholder value.

For a valid resolution in accordance with the Board of Directors' proposal as per above, the resolution must be supported by shareholders representing at least two thirds of both the votes made and the shares represented at the Annual General Meeting.

**Number of shares and votes**

At the time of issuing this notice there were in total 89,303,000 shares and votes in Hoist Finance. The company held, at the time of issuing this notice, no own shares in treasury.

**Available documents**

The accounts, the auditor's report and the auditor's statement regarding compliance with the previous guidelines for remuneration to the senior executives and the Board's complete proposals for decisions under items 11, 12 and 15-17 will be available to the shareholders at the company's office and at the company's website [www.hoistfinance.com](http://www.hoistfinance.com) no later than Wednesday 19 April 2023, and will also be distributed to shareholders who have notified their wish to receive the documents and have informed of their postal address. The documents will also be presented at the Annual General Meeting.

A presentation of all proposed members of the Board of Directors, the Nomination Committee's complete proposals for decisions under item 2 and 14, and the Nomination Committee's motivated opinion regarding proposal for the Board of Directors is available on the company's website, [www.hoistfinance.com](http://www.hoistfinance.com).

#### **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>.

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Stockholm, April 2023  
Hoist Finance AB (publ)  
The Board of Directors

#### **For further information please contact:**

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