

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 Tuesday 7 May 2024, 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 Friday 26 April 2024, and, notify the company of their intention to attend the meeting no later than Tuesday 30 April 2024.

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.

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 Tuesday 30 April 2024 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

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 2023
8. Presentation by the CEO
9. Presentation of the Board's work in 2023 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 adoption of Share Investment Program 2024 and issue of shares

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

Proposals

The Nomination Committee consisting of Per Arwidsson, Chairman (Arwidso), Erik Selin (Erik Selin Fastigheter AB), Carl Rydin (Jofam) and Lars Wollung, Chairman of the Board in Hoist Finance, 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 15-18 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 2024.

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 2024 resolves to not distribute a dividend to the shareholders of Hoist Finance for the financial year 1 January – 31 December 2023, and that available profits are carried forward.

Item 12 – Resolution on remuneration report

The Board of Directors proposes that the Annual General Meeting 2024 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 end of the next Annual General Meeting; and
- Re-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.

The Nomination Committee suggests the following board remuneration.

- Chairman of the Board of Directors: SEK 1,770,000 (previously SEK 1,475,000)
- Member of the Board of Directors: SEK 588,000 (previously SEK 490,000)
- Chairman of the Risk and Audit Committee: SEK 240,000 (previously SEK 200,000)
- Member of the Risk and Audit Committee: SEK 150,000 (previously SEK 125,000)
- Chairman of the Investment Committee: SEK 280,000 (previously SEK 200,000)
- Member of the Investment Committee: SEK 175,000 (previously SEK 125,000)
- Chairman of the Finance Committee: SEK 250,000 (unchanged)
- Member of the Finance Committee: SEK 150,000 (unchanged)
- Chairman of the Remuneration Committee: SEK 120,000 (previously SEK 100,000)
- Member of the Remuneration Committee: SEK 60,000 (previously 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 2025. EY has informed that, if the Annual General Meeting resolves in accordance with the Nomination Committee's proposal, the authorised 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 updated guidelines for remuneration to senior executives. Compared with the current guidelines, two amendments are proposed to the effect that (i) other benefits, may amount to no more than 20 per cent (currently 10 per cent) of the fixed annual salary, and (ii) that severance payments

may be made. 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 2024. 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.

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 20 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.

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 adoption of Share Investment Program 2024 and issue of shares

The Board of Directors proposes that the General Meeting resolves on adoption of a long-term ownership program (the "**Share Investment Program 2024**") for senior executives and other key employees within the Hoist Finance group, in accordance with the conditions set out in item A below. In order to fulfil its obligations according to the Share Investment Program 2024, the Board of Directors proposes that the General Meeting resolves on a directed issue of shares in accordance with what is stated under item B below.

The reasons for the proposal

The purpose of the Share Investment Program 2024 is to create conditions for recruiting and retaining competent personnel in the group. The Share Investment Program 2024 has been drawn up with the premise that the Board of Directors strives for senior executives and other key employees in the Hoist Finance group to be shareholders in the company and be given long-term ownership commitment. In light of this, the Board of Directors assesses that the adoption of the Share Investment Program 2024 will have a positive effect on Hoist Finance's future development and consequently be beneficial for both Hoist Finance and its shareholders by contributing to an increased common interest between the program's participants and the company's shareholders.

A. The Board of Directors' proposal on adoption of Share Investment Program 2024

Structure and participation

Senior executives and other key employees working in the Hoist Finance group (10 people in total) will be offered to participate in the Share Investment Program 2024. The participants will be invited to invest, through companies, in shares in Hoist Finance in accordance with the terms of the Share Investment Program 2024.

A Swedish private limited liability company will be formed for each participant, for the purpose of being used for participation in the program (the "**Incentive Company**"). In order to

participate in the Share Investment Program 2024, the participant is required to make a private investment by contributing 15 percent of Total Capital (as defined below) through subscription of common shares in the Incentive Company. All ordinary shares in the Incentive Company must be held by the participant personally throughout the duration of the program, subject to what is stated under the section “*Conditions for the shares in the Incentive Companies*” below. Hoist Finance contributes the remaining 85 percent of Total Capital through the subscription of redeemable preference shares in the Incentive Company (see section “*Conditions for the shares in the Incentive Companies*” for more information on the preference shares). The size of the investment in the Incentive Company is determined based on the category the participant belongs to. The Incentive Company’s Total Capital is used in its entirety to subscribe for shares in Hoist Finance in accordance with the conditions set out in item B below.

Approval of Hoist Finance’s investment in the Investment Companies

The Board of Directors proposes that the general meeting approves Hoist Finance’s investment in each participant’s Incentive Company in accordance with the terms of the Share Investment Program 2024. The size of the investment in each participant’s Incentive Company will be proportional to the private investment made by the participant in the Incentive Company, but may not exceed the following amounts:

Category	The highest private investment by the participant per person	The highest investment by Hoist Finance in each Incentive Company (“Preference Payment”)	Total capital for subscription of shares in Hoist Finance per Incentive Company (“Total Capital”)
CEO (1 person)	SEK 4,590,000	SEK 26,010,000	SEK 30,600,000
CIO and CFO (2 persons)	SEK 2,565,000	SEK 14,535,000	SEK 17,100,000
Other key employees (7 persons)	SEK 540,000	SEK 3,060,000	SEK 3,600,000
Total	SEK 13,500,000	SEK 76,500,000	SEK 90,000,000

According to Chapter 16 a of the Swedish Companies Act, certain transactions between related parties must be submitted to the general meeting for approval. In light of the fact that the Incentive Companies will be under the controlling influence of senior executives in Hoist Finance, the Board of Directors proposes that the general meeting approves the investment in the CEO Harry Vranje’s Incentive Company as a transaction between related parties in case the size of the Preference Payment in the Incentive Company at the time of the transaction, which

is expected to be on or about 21 May 2024, is such a related party transaction that must be submitted to the general meeting for approval.

Main terms for participation in the Share Investment Program 2024

Notification of participation in the Share Investment Program 2024 shall be made to Hoist Finance no later than 14 May 2024. Prerequisites for participation in the Share Investment Program 2024 are that an Incentive Company has been formed for the participant and that the participant is employed in the Hoist Finance group as of the day of notification of participation. The Share Investment Program 2024 has a term of four years from the date Hoist Finance subscribes for preference shares in the respective Incentive Company, which is expected to take place on or about 21 May 2024. The Board of Directors of Hoist Finance shall, however, be entitled to extend the term of the Share Investment Program 2024 for the CEO of Hoist Finance with one year, meaning that the term of the program for this participant becomes five years, if an extension is motivated based on market conditions in Switzerland.

A prerequisite for participation in the Share Investment Program 2024 is also that the participant commits to Hoist Finance through agreement, in addition to what follows from the conditions of the program, not to transfer their ordinary shares in the Incentive Company during the entire term of the Share Investment Program 2024 and to, if the Board of Directors of Hoist Finance so requests, participate in a structured early termination of the participant's participation in the program in accordance with the conditions described under the section "*Early termination of the program*". In addition, it is required that the Incentive Company commits to Hoist Finance through agreement not to transfer the shares subscribed for in Hoist Finance in accordance with item B below during the entire term of the Share Investment Program 2024, with certain exceptions, such as that the Incentive Company has the right to sell shares in connection with a public takeover offer and in connection with mandatory transactions (such as compulsory acquisition). The Incentive Companies shall have the right to subscribe for shares in Hoist Finance in accordance with the conditions set out in item B below. In the event of full investment in all participants' Incentive Companies as above, the Incentive Companies will in turn subscribe for shares in Hoist Finance corresponding to at most approximately 3.3 percent of the total number of shares in Hoist Finance.

There are no performance requirements for allocation in the program, as the subscription price at which the Incentive Companies may subscribe for shares according to the conditions set out under item B below is deemed to be market-based and Hoist Finance is entitled to a redemption price corresponding to the Preference Amount (as defined below) when redeeming the preference shares in the Incentive Companies.

Hoist Finance will not hold any ordinary shares in the Incentive Companies and the preference shares that Hoist Finance will hold will not entail any controlling influence in the Incentive Companies. Hoist Finance thereby lacks the ability to control the Incentive Companies. In order

to ensure that the Incentive Companies fulfil their commitments under the Share Investment Program 2024, a prerequisite for participation in the program is that each participant has entered into a personal guarantee for the respective Incentive Company's commitments under the Share Investment Program 2024 and associated agreements. However, the participant's payment obligation under the guarantee commitment can never exceed the redemption price that the respective Incentive Company is obligated to pay in accordance with what is stated under "*Redemption of preference shares in the Incentive Companies*" below.

Conditions for the shares in the Incentive Companies

The conditions for the shares in the Incentive Companies will mainly be as follows.

- The shares in the Incentive Companies shall be issued in two series: ordinary shares and preference shares.
- During the term of the program, the ordinary shares must be held exclusively by the participant personally and the preference shares must be held exclusively by Hoist Finance, unless otherwise stated in the conditions for the program. The ordinary shares in the Incentive Companies and the shares in Hoist Finance may be held through an endowment insurance by the participant and the Incentive Company respectively, if it is possible to secure that the terms and conditions of the Share Investment Program 2024 is fulfilled through an endowment insurance by an agreement with the insurance provider.
- Each ordinary share shall carry one vote and each preference share shall carry one-tenth (1/10) vote.
- The preference shares shall have preferential rights over the ordinary shares to dividends and in the event of liquidation to an amount corresponding to the Preference Payment, calculated with an annual interest of 5 percent (the "**Preference Amount**").
- Redemption of preference shares can take place after a resolution by the general meeting in the Incentive Company at a redemption price in accordance with what is stated under the section "*Redemption of preference shares in the Incentive Companies*" below.

Redemption of preference shares in the Incentive Companies

At the end of the term of the Share Investment Program 2024, Hoist Finance has the right to request redemption of the preference shares in each participant's Incentive Company. The redemption amount shall correspond to the Preference Amount. If the Incentive Company is unable to pay the redemption price in cash, the Board of Directors of Hoist Finance has the right, but no obligation, to request that the Incentive Company's shares in Hoist Finance be sold to a third party (over the stock exchange or through a so-called off-market block sale).

However, the redemption price can never exceed the value of the assets in the Incentive Company at the time of redemption of the preference shares. In the event of a neutral or

negative price development in Hoist Finance's shares during the term of the program, there is therefore a risk that the redemption price may fall below the Preference Amount and/or the Preference Payment (see the section "*Costs for the program and dilution*" for more information on the risks regarding the redemption price).

When the Share Investment Program 2024 has expired and Hoist Finance's preference shares in the Incentive Company have been redeemed, the participant has the right to freely dispose of the ordinary shares in the Incentive Company and any remaining shares that the Incentive Company holds in Hoist Finance, provided that the participant's participation is not terminated in accordance with what is described under the section "*Early termination of the program*".

Early termination of the program

Individual participants' participation in the program can be terminated early. The participant's right to continue participating in the Share Investment Program 2024 ceases, and the participant's holdings within the program must therefore be terminated, if any of the following occurs during the duration of the program:

1. If the participant's employment in the Hoist Finance group ends.
2. If the participant transfers ordinary shares in the Incentive Company without Hoist Finance's written approval.
3. If the Incentive Company transfers its shares in Hoist Finance without Hoist Finance's written approval.

The Board of Directors of Hoist Finance also has a right, but no obligation, to resolve on a termination of the program through early redemption of the preference shares in the Incentive Companies in the following cases:

1. If the market value of the Incentive Companies' shares in Hoist Finance during a continuous period of at least two months falls below 85 percent of the total paid subscription price in the issue under item B below.
2. In the event of a public takeover offer, merger or comparable transaction ("**Change of Control Transaction**") regarding Hoist Finance pursuant to which the Incentive Company divests its shares in Hoist Finance in the Change of Control Transaction.

A prerequisite for participation in the Share Investment Program 2024 is that the participants undertake through agreements to participate in a structured termination of their participation in the Share Investment Program 2024, in accordance with the conditions stated below, if the Board of Directors resolves on an early termination of the program or a participant's participation in the program shall be terminated according to the above.

In the event of an early termination of the program, Hoist Finance has the right to redeem the preference shares in the Incentive Company at a redemption price corresponding to the

Preference Amount. If the Incentive Company is unable to pay the redemption price in cash, the Board of Directors of Hoist Finance has the right, but no obligation, to request that the Incentive Company's shares in Hoist Finance be sold to a third party (over the stock exchange or through a so-called off-market block sale). Hoist Finance shall thereafter have a right, but no obligation, to acquire all of the participant's ordinary shares in the Incentive Company at an amount corresponding to the lower of (i) the acquisition cost of the ordinary shares, and (ii) the market value of the ordinary shares after early redemption of the preference shares has been carried out.

In the event of an early termination of the program due to a Change of Control Transaction, Hoist Finance shall, after the Incentive Company has divested its shares in Hoist Finance, instead have a right, but no obligation, to acquire all of the participant's ordinary shares in the Incentive Company at a value calculated according to the following principle: 15 percent of the ordinary shares in the Incentive Company shall be transferred at market value taking into account the Change of Control Transaction (that is, taking into account any premium that a Change of Control Transaction may entail) and 85 percent of the ordinary shares shall be transferred at market value before the disclosure of the Change of Control Transaction (that is, without consideration of any premium that a Change of Control Transaction may entail). When determining the market value of the Incentive Company prior to the Change of Control Transaction, the Board of Directors of Hoist Finance shall, if it deems it appropriate, use an average price, calculated over a relevant time period, of the Incentive Company's holdings of shares in Hoist Finance.

Design and handling of the program

The proposal for the Share Investment Program 2024 has been prepared by the Board of Directors' remuneration committee together with external legal and tax advisers and has been resolved by the Board of Directors.

The Board of Directors, or the person appointed by the remuneration committee, shall be responsible for the detailed design and handling of the Share Investment Program 2024, including the drafting of agreements between Hoist Finance and the participants as well as the Incentive Companies, within the framework of specified conditions and guidelines. In connection therewith, the Board of Directors shall have the right to make adjustments to meet market conditions or to comply with applicable rules. The Board of Directors shall also have the right to make other adjustments if there are significant changes in Hoist Finance or in the market which, according to the Board's assessment, would mean that the resolved conditions for the Share Investment Program 2024 no longer are appropriate.

Costs for the program and dilution

The Board of Directors has made a preliminary cost calculation regarding the Share Investment Program 2024. The preliminary cost calculation is based on an assumption of full participation

in the program and the highest possible investment in each Incentive Company. The costs that will incur for adopting the program mainly consist of fees to advisers and are preliminary estimated to amount to approximately MSEK 1.5.

In connection with the adoption of the Share Investment Program 2024, Hoist Finance will subscribe for preference shares in the Incentive Companies for a total amount of no more than SEK 76,500,000. The redemption price at which the preference shares in the Incentive Companies can be redeemed depends on the value of the shares in Hoist Finance at the time of redemption. In the event of a positive price development in Hoist Finance's shares of at least 3.3 percent in relation to the subscription price during the period up to the time of redemption of the preference shares, the total redemption price for the preference shares in all Incentive Companies will likely amount to the Preference Amount, corresponding to a total of approximately SEK 92,986,228 for all Incentive Companies. In the event of a neutral or negative price development in Hoist Finance's share under this period, the total redemption price for the preference shares will at most correspond to the market value of the shares in Hoist Finance held by the Incentive Company at the time of redemption of the preference shares. In the event of a negative share price development of at least 15 percent during this period, the redemption price will be less than the Preference Payment.

In the event of full subscription and allocation of the shares in the new issue directed to the Incentive Companies according to item B below, whereby at most 3,000,000 shares are allocated to the Incentive Companies, Hoist Finance will receive SEK 90,000,000 in issue proceeds and the new issue entails a maximum dilution of approximately 3.3 percent of the share capital and votes in Hoist Finance.

Any tax consequences for the participants due to their participation in Share Investment Program 2024 is the participant's own responsibility to familiarize themselves with, with the help of their own tax advisor if necessary.

Existing incentive programs

At the Annual General Meetings of Hoist Finance 2019, 2020, 2021 and 2022, it was resolved on adoption of long-term share-based incentive programs for senior executives ("LTIP"). The variable remuneration under LTIP takes into account the risks involved in Hoist Finance's operations and is proportional to the group's earning capacity, capital requirements, profit/loss, financial position and individual targets. The variable remuneration is based on results achieved during the performance year (the previous calendar year) and the final performance amounts are determined when the year-end report is published. In 2023, the Board of Directors resolved that the LTIP shall be cash-based. The resolution also applies retroactively to 2022.

No variable remuneration was granted under the LTIP programs adopted at the Annual General Meetings 2019, 2020 and 2021. However, variable remuneration was paid for the LTIP-program that was adopted at the Annual General Meeting 2022.

B. The Board of Directors' proposal on resolution on directed issue of shares

In order to enable delivery of the shares according to the Share Investment Program 2024, the Board of Directors proposes that the General Meeting resolves on a directed issue of no more than 3,000,000 shares within the framework of the Share Investment Program 2024, entailing an increase in the share capital by no more than SEK 1,000,000. Otherwise, the following terms shall apply for the issue:

- (a) The right to subscribe for shares shall, with deviation from the shareholders' preferential rights, only be given to Incentive Companies formed for the purpose of participating in the Share Investment Program 2024 (defined under item A above), where the respective participant's Incentive Company is entitled to subscribe for no more than the number of shares that follows from the relevant category below.

Category	Maximum number of shares
CEO (1 person)	1,020,000 shares/Incentive Company
CIO and CFO (2 persons)	570,000 shares/Incentive Company
Other key employees (7 persons)	120,000 shares/Incentive Company

- (b) The reason for deviation from the shareholders' preferential rights is that the shares will be used within the framework of the Share Investment Program 2024.
- (c) The shares shall be subscribed for during the period from and including 27 May 2024 up to and including 31 May 2024. The Board of Directors shall be entitled to extend the subscription period. Oversubscription may not occur.
- (d) The subscription price shall be determined to a price per share corresponding to the volume-weighted average price of Hoist Finance's share on Nasdaq Stockholm during a period of ten (10) trading days prior to 26 May 2024, however not lower than SEK 30 per share. It is therefore the Board of Directors' assessment that the subscription price has been determined in accordance with current market conditions. The part of the subscription price that exceeds the quotient value shall be added to the non-restricted share premium reserve.
- (e) Payment for subscribed shares shall be made in cash to an account designated by the company no later than 7 June 2024. The Board of Directors is entitled to extend the payment period.

- (f) The new shares shall entitle to dividend for the first time on the record date for dividends that occurs closest after the new shares have been registered and entered into the share register maintained by Euroclear Sweden AB.
- (g) The Board of Directors, or the person appointed by the Board of Directors, shall have the right to make minor adjustments to the above resolutions which may prove necessary in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

The Board of Directors' proposal for the adoption of the Share Investment Program 2024 in accordance with item A and resolution on directed issue of shares in accordance with item B constitute a joint proposal and shall be determined as one resolution. Resolution pursuant to the proposal from the Board of Directors is valid only when supported by shareholders representing no less than nine tenths of both the votes cast and the shares represented at the general meeting.

Item 17 – 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 18 – 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, 1,375,022 shares in treasury.

Available documents

The accounts, the auditor's report, 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 15-18 will be available to the shareholders at the company's office and at the company's website www.hoistfinance.com no later than Tuesday

16 April 2024, 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.

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>.

Stockholm, April 2024
Hoist Finance AB (publ)
The Board of Directors

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