

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

Shareholders of Hoist Finance AB (publ), 556012-8489, are hereby invited to attend the Annual General Meeting, to be held on Wednesday 16 May 2018, at 3:00 p.m. at the GT30, Grev Turegatan 30, Stockholm. Registration will open at 2:30 p.m.

### **Notification of attendance**

Shareholders who wish to attend the Annual General Meeting shall both, be listed in the shareholders' register maintained by Euroclear Sweden AB (the Swedish Central Securities Depository), on Wednesday 9 May 2018, and, notify to the company of their intention to attend the meeting no later than Wednesday 9 May 2018.

Notification shall be given in writing and sent to:

Hoist Finance AB (publ)  
*Annual General Meeting*  
Box 7848  
103 99 Stockholm  
Sweden, or [arsstamma2018@hoistfinance.com](mailto:arsstamma2018@hoistfinance.com)

The notification must include the shareholder's name, personal ID number/corporate ID 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. 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 website, [www.hoistfinance.com](http://www.hoistfinance.com).

To be able to attend and vote on 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 Wednesday 9 May 2018 and should be requested from the nominee well in advance of this date.



## 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 as to 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 2017
8. Presentation by the CEO
9. Report by the Chairman of the Board regarding the work of the Board of Directors
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, and record day for any dividend
12. Resolution on discharge from personal liability of the Directors and the CEO
13. 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, Deputy Chairman of the Board and election of auditor
14. Proposal regarding the guidelines for remuneration to senior executives
15. Proposal for authorisation to the Board of Directors to resolve on new share issue
16. Proposal for authorisation to the Board of Directors to resolve on acquisition of own shares
17. Closing of the meeting

## Proposals

The Nomination Committee consisting of Jan Andersson, Chairman (Swedbank Robur Fonder), Per Josefsson (Carve Capital AB), Rickard Wilson (Zeres Capital) and Ingrid Bonde, the Chairman of the Board in Hoist Finance AB (publ), shall submit proposals to be resolved upon under items 2 and 13 on the agenda.

The Board of Directors has submitted proposals to be resolved upon under items 11 and 14-16 on the agenda.

### ***Item 2 – Election of the Chairman of the Annual General Meeting***

The Nomination Committee proposes the Chairman of the Board, Ingrid Bonde, to be elected as Chairman of the Annual General Meeting 2018.

***Item 11 - Resolution on disposition of the company's earnings according to the approved balance sheet, and record day for any dividend***

The Board of Directors proposes a dividend of SEK 1.90 per share and further, that the record day for dividend is 18 May 2018. The total proposed dividend amounts to SEK 154,250,637. If the proposal is accepted by the Annual General Meeting, dividends are expected to be distributed by Euroclear Sweden AB on 23 May 2018.

***Item 13 - Resolution on the number of Directors, remuneration to be paid to the Directors and to the auditor, election of Directors and the Chairman of the Board, Deputy Chairman of the Board and election of auditor***

The Nomination Committee proposes the following:

- Eight (8) members to be elected by the Annual General Meeting, no deputy members of the Board of Directors
- Re-election of Ingrid Bonde, Cecilia Daun Wennborg, Malin Eriksson, Liselotte Hjorth, Jörgen Olsson, Joakim Rubin and Gunilla Öhman as members of the Board of Directors
- Election of Marcial Portela as new member of the Board of Directors
- Re-election of Ingrid Bonde as Chairman of the Board of Directors
- Election of Jörgen Olsson as Deputy Chairman of the Board of Directors

Costas Thoupos has informed the Nomination Committee that he declines re-election.

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

Remuneration to the Board of Directors is proposed as follows:

Chairman of the Board of Directors: SEK 1,425,000

Deputy Chairman of the Board of Directors: SEK 800,000

Member of the Board of Directors: SEK 470,000

Chairman of the Risk- and Audit Committee: SEK 175,000

Member of the Risk and Audit Committee SEK 125,000

Chairman of the Remuneration Committee: SEK 50,000

Member of the Remuneration Committee: SEK 50,000

Chairman of the Investment Committee: SEK 150,000

Member of the Investment Committee: SEK 100,000

The Nomination Committee proposes, in accordance with the recommendation from the Board's Risk and Audit Committee, re-election of KPMG AB as auditor, with the authorised public accountant Anders Bäckström as auditor in charge, until the end of the Annual General Meeting 2019.

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

***Item 14 - Proposal regarding the guidelines for remuneration to senior executives***

The Board of Directors proposes the following guidelines for remuneration to senior executives:

The term "senior executives" shall in this context mean the CEO of Hoist Finance AB (publ) ("Hoist Finance") and the executives who are members of the executive management team, and Directors, to the extent they receive remuneration for services performed outside of their Board duties.

Remuneration for senior executives is comprised of fixed base salary, variable remuneration, pension and other benefits. Remuneration is designed to encourage the senior executive to deliver results in line with the company's targets, strategy and vision and to act in accordance with the company's ethical code of conduct and basic principles. It is also designed to enable Hoist Finance to attract, retain and motivate employees who have the requisite skills. Remuneration is structured to encourage good performance, prudent behaviour and risk-taking aligned with customer and shareholder expectations. Salaries are age- and gender-neutral and anti-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 remuneration for senior executives shall not exceed 50 per cent of the fixed salary. Variable remuneration is based on various financial and non-financial criteria, and is linked to the performance of the Hoist Finance group of companies (the "Group") respectively the relevant business unit and to individual targets.

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, including the policy regulating conduct with respect to customers and investors. 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 60 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.

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 and does not apply discretionary pension benefits. A few senior executives receive gross salary; in these instances, the company does not make pension contributions. Other benefits are designed to be competitive in relation to similar operations in the respective country.

Remuneration for new hires ("Sign-on bonuses") is only offered in exceptional cases and then only to compensate for the lack of variable remuneration in 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.

Issuing loans to senior executives is not permitted.

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

Directors, elected at General Meetings, in certain cases may receive a fee 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. Remuneration may be payable up to SEK 50,000 for a Director's work in the board of a subsidiary.

The Board of Directors shall have the right to deviate from the guidelines decided at the Annual General Meeting if there are specific reasons in a particular case.

***Item 15 - Proposal for authorisation to the Board of Directors to resolve on new share issue***

The Board of Directors proposes that the Annual General Meeting resolve 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 shareholder's 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 in the date of the Annual General Meeting.

The purpose of this authorisation is solely to enable 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 16 - Proposal for authorisation to the Board of Directors to resolve on acquisition of own shares***

The Board of Directors proposes that the Annual General Meeting resolve 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 the 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 81,184,546 shares and votes in Hoist Finance AB (publ). The company held, at the time of issuing this notice, no own shares in treasury.

#### **Shareholder's right to request information**

In accordance with the Swedish Companies Act Ch. 7 Sec. 32, the shareholders have the right to ask questions at the Annual General Meeting regarding the items on the agenda and about the financial situation of the company and the group. Shareholders, who wish to submit questions in advance of the Annual General Meeting, shall send these to:

Hoist Finance AB (publ),  
*Annual General Meeting*  
Box 7848  
103 99 Stockholm  
Sweden, or [arsstamma2018@hoistfinance.com](mailto:arsstamma2018@hoistfinance.com)

#### **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 as well as the complete proposals for decisions under items 2, 11, 13-16 will be available to the shareholders at the company's office and at the company's website [www.hoistfinance.com](http://www.hoistfinance.com) not later than Wednesday 25 April 2018, and will also be distributed to shareholders who have notified their wish to receive the documents and have informed of their postal address.

#### **Personal Data**

Personal data retrieved from the share register kept by Euroclear will be used for necessary registration and to make up the voting list for the Annual General Meeting.

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Stockholm, March 2018

Hoist Finance AB (publ)

The Board of Directors

**For further information please contact:**

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