

## **The Nomination Committee's proposals and motivated opinion for the 2019 Annual General Meeting**

### **Background**

The Nomination Committee for the 2019 Annual General Meeting in Hoist Finance AB (publ) (below referred to as "**Hoist Finance**" or "**the Company**") has been comprised of Ingrid Bonde, (Chairman of the Board in Hoist Finance), Jan Andersson, (Swedbank Robur Fonder), Peter Thelin (Carve Capital AB) and Niklas Ringby (EQT). The Chairman of the Nomination Committee has been Niklas Ringby. The three shareholder representatives jointly represent approximately 23 percent of the votes for all shares in Hoist Finance.

The Nomination Committee has held three recorded meetings and also held regular contact. Interviews with suggested Board members have also been conducted. The Nomination Committee has taken note of the Board's evaluation of its work as well as the Chairman of the Board's respectively the CEO's presentation of the Company's business, goals and strategies. In addition, the Nomination Committee has interviewed Board members individually. The Nomination Committee has taken into consideration the Board's diversity policy, the requirement of the Swedish Corporate Governance Code to aim for diversity, breadth and gender balance on the Board, and also the requirements in the European Banking Authority's (EBA) guidelines regarding suitability assessments of board members.

### **The Nomination Committee's proposal for Chairman of the Meeting**

The Nomination Committee proposes the Chairman of the Board, Ingrid Bonde, to be elected as Chairman of the Annual General Meeting 2019.

### **The Nomination Committee's motivated opinion regarding proposal for the number of Board of Directors, members of the Board of Directors and the Chairman of the Board of Directors**

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, Marcial Portela and Joakim Rubin as members of the Board of Directors;
- Election of Robert Kraal and Lars Wollung as new members of the Board of Directors; and
- Re-election of Ingrid Bonde as Chairman of the Board of Directors

Jörgen Olsson and Gunilla Öhman has informed the Nomination Committee that they are not available for re-election.

**Robert Kraal** was born in 1974. He holds a MSc in geophysics from Utrecht University. From 2016 to 2018 he was COO of myTomorrows. Robert was one of the founders of Adyen acquiring and held various positions in the company from 2010 to 2016 including COO and EVP Global Acquiring and Processing. Prior to Adyen he had various managerial positions at Docdata Payments, Google Netherlands, Royal Bank of Scotland, Worldpay and Bibit.

**Lars Wollung** was born in 1961. Lars holds a BA in Economics from Stockholm School of Economics and a MSc in Computer Science from Royal Institute of Technology (KTH). He is CEO at Dignisia and is board member in i.a. BlueStep Bank, MySafety Försäkringar and Sundbom & Partners. He has previously also been board member in i.a. Nordea, TF Bank and Tieto. From 2009 to 2015 he was CEO in Intrum Justitia and from 2001 to 2008 he was CEO in Acando.



The Nomination Committee has reviewed and discussed the size and composition of the Board as well as the business of the Hoist Finance Group. The Nomination Committee is of the opinion that the Board of Directors is functioning well and that the work of the Board of Directors is conducted efficiently. However, the Nomination Committee also recognizes that the Board of Directors needs to be further strengthened within the fields of digitalisation and operational excellence.

Robert Kraal has demonstrated experience from digitalisation and the online payment industry. Lars Wollung has extensive experience from the financial industry, debt collection and business development. It is the opinion of the Nomination Committee that the proposed election of the new Board members will bring valuable experience and knowledge to the Board of Directors.

With regards to the Company's goals and strategies, future direction and other relevant circumstances, the Nomination Committee believes that the proposed members together represent the experience, knowledge and competence required in order to continue to lead and develop the Company. The Nomination Committee has also made the assessment that all of the proposed Board members have the disposable time that is required to fulfill the assignment as a member of the Board of Directors in Hoist Finance.

The Nomination Committee's proposal means that the Board will compose of four (4) women and four (4) men. Both strive for equality between genders as well as diversity and breadth concerning the Board of Directors' competence, age, experience and background has been considered.

The Nomination Committee's proposal for composition of the Board of Directors also meets the requirements of the Swedish Code of Corporate Governance for independent members of the Board of Directors. All proposed Board members are regarded as independent in relation to the Company, executive management and major shareholders.

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).

### **The Nomination Committee's proposal regarding remuneration to the Board of Directors and the Chairman of the Board of Directors**

The Nomination Committee has evaluated the level of the remuneration to the Board of Directors and as a market adjustment proposes an increase of the Board fees. The proposed increase for the Chairman of the Investment Committee and for the Chairman of the Risk and Audit Committee is motivated by the increased workload. No change is proposed as regards the fees for work in the Remuneration Committee or for members of the Investment Committee and the Risk and Audit Committee. Remuneration to the Board of Directors is proposed as follows:

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 Remuneration Committee: SEK 50.000  
Member of the Remuneration Committee: SEK 50.000  
Chairman of the Investment Committee: SEK 175.000  
Member of the Investment Committee: SEK 100.000

### **The Nomination Committee's proposal for auditors and remuneration to auditors**

The Nomination Committee proposes, in accordance with the recommendation from the Board's Risk and Audit Committee, re-election of KPMG AB as auditor until the end of the Annual General Meeting 2020.



KPMG has informed that, if the general meeting resolves in accordance with the Nomination Committee's proposal, the authorised public accountant Anders Bäckström will continue as the auditor in charge.

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

---

Stockholm, April 2019  
Hoist Finance AB (publ)  
The Nomination Committee

