

The Nomination Committee's proposals and motivated opinion for the Annual General Meeting 2020

Background

The Nomination Committee for the Annual General Meeting 2020 in Hoist Finance AB (publ) ("**Hoist Finance**" or the "**Company**") has been composed of Ingrid Bonde (chairman of the board in Hoist Finance), Jan Andersson (Swedbank Robur Fonder), Erik Selin (Erik Selin Fastigheter AB) and Peter Thelin (Carve Capital AB). The chairman of the Nomination Committee has been Jan Andersson. The three shareholder representatives jointly represent approximately 31 percent of the votes for all shares in Hoist Finance as of 29 February 2020.

The Nomination Committee has ahead of the Annual General Meeting 2020 held one recorded meeting and also had regular contact. For its evaluation of the board in Hoist Finance the Nomination Committee has discussed the Company's business, goals and strategies with the CEO and the chairman of the board. The Nomination Committee has also reviewed the board's own evaluation of its work and interviewed the chairman of the Risk and Audit Committee.

In its work the Nomination Committee has in particular taken into consideration the Company's policy on diversity of the board members, the requirement in the Swedish Corporate Governance Code to aim for breadth, versatility and gender balance, and the requirements in the European Banking Authority's guidelines regarding suitability assessments of board members.

In the autumn of 2019 the Nomination Committee was informed that the board members Marcial Portela and Joakim Rubin decline to be re-elected at the Annual General Meeting 2020. Against this background the Nomination Committee has searched for people with deep knowledge of financial companies with a special focus on structured financial products.

In its search the Nomination Committee has identified Henrik Käll as suitable to fill this role.

Henrik Käll is born in 1967 and has a Master of Science in Economics and Business Administration from Uppsala University. He was from 2018 to September 2019 Global Head of Markets & Sales Distribution at Nordea. Before that he has held various positions at different Nordea functions, i.a. Global Head of Markets Trading, Head of FICC Sweden, Head of Investments and Institutional Sales and Nordic Head of Structured Products. He has also worked at Dresdner Kleinwort London, Natixis (previously IXIS) and Öhman Fondkommission Stockholm.

The Nomination Committee's motivated opinion regarding proposal for the number of board members, election of board and chairman of the board

The Nomination Committee proposes the following:

- That the board of directors shall be composed of seven (7) board members, with no deputy members;
- Re-election of Ingrid Bonde, Cecilia Daun Wennborg, Malin Eriksson, Liselotte Hjorth, Robert Kraal and Lars Wollung;
- Election of Henrik Käll as new board member; and
- Re-election of Ingrid Bonde as chairman of the board.

The Nomination Committee has assessed the size and composition of the board in relation to the Hoist Finance Group's scope and complexity. The Nomination Committee concludes that the board functions very well and that the work has been conducted in an efficient way. The Nomination Committee deems, together with the chairman of the board, that the board work can be conducted in a satisfactory way also with seven board members.

Henrik Käll's extensive knowledge of the financial market, investments, financial regulations and structured products will, in the Nomination Committee's opinion, add valuable knowledge to the board and experience in important areas.

In conclusion the Nomination Committee is of the opinion that the proposed board, with account taken to the Company's goals and strategies, future focus and other circumstances, together represent the experience, knowledge and competence that is required to continuously lead and in a profitable way develop Hoist Finance. The Nomination Committee has also assessed that all proposed board members have the time needed to fulfil the assignment as board member of the Company.

The Nomination Committee's proposal means that the Board will be composed of four women and three men, which fulfils the goal of gender balance. The Nomination Committee's endeavor for diversity and breadth concerning the board members' competence, age, experience and background is also fulfilled with the composed composition.

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

Information on all proposed board members is available on the Company's website, www.hoistfinance.com.

The Nomination Committee's other proposals for the Annual General Meeting 2020

Remuneration to the Board of Directors

The Nomination Committee proposes no change to the Board fees compared to 2019.

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 175,000

Member of the Investment Committee: SEK 100,000

Chairman of the Remuneration Committee: SEK 50,000

Member of the Remuneration Committee: SEK 50,000

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, to elect EY as auditor until the end of the Annual General Meeting 2021. 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.

Election of chairman at the Annual General Meeting

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

Stockholm, March 2020
Hoist Finance AB (publ)
The Nomination Committee