

The Nomination Committee's proposals and motivated opinion for the Annual General Meeting 2023

Background

The Nomination Committee for the Annual General Meeting 2023 in Hoist Finance AB (publ) ("**Hoist Finance**" or the "**Company**") has been composed of Per Arwidsson (Arwidssro), Erik Selin (Erik Selin Fastigheter AB), Lennart Ågren (Svea Bank AB (publ)) and Lars Wollung (interim chairman of the board in Hoist Finance). The chairman of the Nomination Committee has been Per Arwidsson.

Lars Wollung was appointed interim chairman of the board of the Company from 1 January 2023, in connection with Bengt Edholm's withdrawal from the position. As of that date, Lars replaced Bengt as member of the Nomination Committee.

The three shareholder representatives jointly represent approximately 37.7 percent of the votes for all shares in Hoist Finance as of 28 February 2023.

The Nomination Committee has ahead of the Annual General Meeting 2023 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 chairman of the board. The Nomination Committee has also reviewed the board's own evaluation of its work and held interviews with board members.

The Nomination Committee's motivated opinion regarding proposal on 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 six board 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 for the period until the next Annual General Meeting; and
- Election of Lars Wollung as chairman of the board.

A presentation of the proposed board members is included in Appendix 14 A.

The members of the Nomination Committee are of the opinion that the proposed board has the capacity to carry out the work necessary to potentially make the Company a leading company within the non-performing loans industry in Europe.

All members have experience from the banking and finance sector in the form of long-standing operative roles and/or board member roles. Bengt Edholm and Christopher Rees have had leading manager positions within the banking sector during many years, and have worked in the banking sector during their entire careers. Camilla Philipson Watz currently works as General Counsel for a company active in the real estate mortgage business, and has previously worked for two banks and the Swedish Financial Supervisory Authority. Rickard Westlund has worked operationally during twelve years and Lars Wollung has been a board member in the banking sector for the last six years. Experience from the non-performing loans business is held by Rickard Westlund and Lars Wollung who both have more than 15 years of experience from the sector, for example as responsible for the largest company in the European industry. Christopher Rees has 25 years of experience from the credit market in Europe, and has experience from the sale of credit portfolios.

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.

The Nomination Committee's proposal means that the board will be composed of one woman and five men. This does not fulfil the goal of gender balance, but it is the Nomination Committee's ambition to work in order to restore an equal gender balance.

The Nomination Committee's proposal for composition of the board also meets the requirements of the Swedish Corporate Governance Code for independent board members. All proposed board members are regarded as independent in relation to the Company, its executive management and major shareholders, except for Lars Wollung and Christopher Rees who are not independent in relation to the Company and its executive management, and Peter Zonabend, who is not independent in relation to Arwidsro, the Company's largest shareholder.

In conclusion the Nomination Committee is of the opinion that the proposed board has suitable qualifications and an appropriate composition, characterized by versatility and width in terms of the members' competence, experience and background considering the Company's business, development stage and other conditions. The Nomination Committee has in particular assessed that all proposed board members have the time needed to fulfil the assignment as board member of the Company.

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 2023

Remuneration to the Board of Directors

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'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 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 remain as 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 chairman of the Board of the Company, Lars Wollung, to be elected as chairman of the Annual General Meeting.

Stockholm, April 2023
Hoist Finance AB (publ)
The Nomination Committee