

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.
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Majority requirements

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 (9/10) of both the votes cast and the shares represented at the general meeting.