

Notice of Extra General Meeting in Hoist Finance AB (publ)

Shareholders of Hoist Finance AB (publ), reg. no. 556012-8489 (“**Hoist Finance**” or the “**Company**”), are hereby invited to attend an Extra General Meeting, to be held on Thursday 17 February 2022, 5.00 p.m. at Stockholm Waterfront Congress Centre, Nils Ericsons Plan 4, 111 64 Stockholm. Registration will open at 4.30 p.m.

Background

Arwidsro Investment AB, Fastighets AB Arwidsro, Per Arwidsson and Erik Selin Fastigheter AB (together the “**Minority Shareholders**”), together holding more than 10 per cent of the shares and votes in Hoist Finance, have requested that the board of directors convenes an Extra General Meeting in order to decide on the matters listed in the below agenda proposal.

Notification of attendance

Shareholders who wish to attend the Extra General Meeting shall both, be listed in the shareholders' register maintained by Euroclear Sweden AB (the Swedish Central Securities Depository), on Wednesday 9 February 2022, and notify the company of their intention to attend the meeting no later than Friday 11 February 2022.

Notification shall be given in writing and sent to:

Hoist Finance AB (publ)
Extra General Meeting
Box 7848
103 99 Stockholm
Sweden
or bolagsstamma@hoistfinance.com

The notification shall include the shareholder's name, personal identification number/registration 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 Extra General Meeting. A 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 webpage, www.hoistfinance.com.

To be able to attend and vote at the Extra 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 Friday 11 February 2022 and should be requested from the nominee well in advance of this date.

Precautionary measures in relation to Covid-19

Due to the Covid-19 pandemic, Hoist Finance has decided to implement precautionary measures in connection with the Extra General Meeting. The shareholders are encouraged to follow the authorities' recommendations and take responsibility in order to prevent the spread of infection. Shareholders who are worried about the spread of infection, belong to a risk group or suspect infection are asked to not participate personally but instead via proxy. No food or beverages will be served, and the number of company representatives will be limited. Hoist Finance monitors the development and the authorities' recommendations and may update the measures described above with short notice.

Proposed agenda

1. Opening of the meeting
2. Election of 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 of whether the meeting has been duly convened
7. Resolution on the number of board members
8. Resolution on board remuneration
9. Election of board members
10. Closing of the meeting

The Minority Shareholders' decision proposals

Item 7: Resolution on the number of board members

The Minority Shareholders propose that the Extra General Meeting resolves that the board shall be composed of six members with no deputy members.

Item 8: Resolution on remuneration to the board members

The Minority Shareholders propose that the Extra General Meeting resolves that remuneration to the board shall be awarded as listed below, in accordance with the resolution made at the Company's Annual General Meeting 2021, but that remuneration to newly elected board members shall be paid pro-rata in accordance with the length of the mandate period.

- Chairman of the board: SEK 1,475,000.
- Member of the board: SEK 490,000 each.

- Chairman of the Risk and Audit Committee: SEK 200,000.
- Member of the Risk and Audit Committee: SEK 125,000 each.
- Chairman of the Investment Committee: SEK 175,000.
- Member of the Investment Committee: SEK 100,000 each.
- Chairman of the Remuneration Committee: SEK 50,000.
- Member of the Remuneration Committee: SEK 50,000 each.

Board remuneration according to the resolution of the Company's Annual General Meeting 2021 shall be paid with a twelfth for each commenced month of the mandate period between the Annual General Meeting and the Extra General Meeting.

Item 9: Election of board members and chairman of the board

The Minority Shareholders propose that the Extra General Meeting resolves to re-elect Peter Zonabend and to elect Bengt Edholm, Camilla Philipson Watz, Christopher Rees, Rickard Westlund and Lars Wollung as board members until the end of the next Annual General Meeting. The Minority Shareholders further propose that Lars Wollung is elected chairman of the board.

The proposal entails that Mattias Carlsson, Malin Eriksson, Helena Svancar, Per Anders Fasth, Henrik Käll, Niklas Johansson and Fredrik Backman resign from the board.

The proposals according to item 7-9 above are proposed to be conditioned by each other.

The Minority Shareholders have requested that the following information about the persons proposed for election is presented together with the decision proposals:

Bengt Edholm

Education: Master of Science in Economics, Uppsala University.

Current assignments: Board member of Collector and Chairman of the Risk- and Compliance Committee.

Experience: Head of Group Treasury at Handelsbanken, Head of Treasury at Stadshypotek, Bond Trader/Portfolio Manager at Nordea and Danske Bank.

Shares and share related instruments incl. closely related persons' holding: 0

Independent in relation to the Company and management. Independent in relation to the Company's major shareholders.

Camilla Philipson Watz

Education: Master of Laws, Stockholm University.

Current assignments: Chief Legal Officer at Borgo (real estate mortgages).

Experience: Legal Counsel at Nordnet Bank and Handelsbanken, Legal Counsellor at the Swedish Financial Supervisory Authority, Senior Legal Adviser at The Swedish Post and Telecom Authority and Legal Officer at the Swedish Government Offices for two years.

Shares and share related instruments incl. closely related persons' holding: 0

Independent in relation to the Company and management. Independent in relation to the Company's major shareholders.

Christopher Rees

Education: Master of Science in Finance and Accounting at London School of Economics.

Current assignments: Board member of Econnext (investment company focused on technology, Germany) and Seerave (investments in life science, UK) and strategic advisor to Cogniteam (software solution for autonomous robots, Israel).

Experience: Previous experience includes Nordea Bank – incl. Group CFO and Head of Finance and Treasury and Deputy Head of Wholesale Banking and Head of Markets, Barclays Bank – incl. Managing Director & Co-head of Debt Capital Markets and Risk Solutions Group for EMEA, Morgan Stanley – incl. Executive Director & Head of European Liability Management and Restructuring, Merrill Lynch – within the Strategic Solutions Group.

Shares and share related instruments incl. closely related persons' holding: 0

Independent in relation to the Company and management. Independent in relation to the Company's major shareholders.

Rickard Westlund

Education: Master of Science in Economics, Örebro University.

Current assignments: CEO Ropo Capital (Invoice management).

Experience: CEO of Ludvig & Co, Regional Managing Director at Intrum, Head of Capital at Lindorff, CEO of Aktiv Kapital Sverige, and Swedbank in different positions, latest Head of Private and Corporate Market.

Shares and share related instruments incl. closely related persons' holding: 0

Independent in relation to the Company and management. Independent in relation to the Company's major shareholders.

Lars Wollung

Education: Civil engineer at KTH Royal Institute of Technology and Master of Science in Economics at Stockholm School of Economics.

Current assignments: Senior advisor to EQT, Chairman of the board of RaySearch Laboratories (software, cancer treatment) and Dignisia (software, consumer credits), board member in Bluestep Bank.

Experience: Board member and CEO of Intrum, CEO of Acando, consultant at McKinsey, board member of Hoist Finance, Nordea, TF Bank, Tieto, Sigma and Connecta and chairman of the board for IFS.

Shares and share related instruments incl. closely related persons' holding: 250 000 shares. Independent in relation to the Company and management. Independent in relation to the Company's major shareholders.

The Minority Shareholders' motivation

The assessment is that the market for non-performing loans is attractive in a long-term perspective, and that Hoist Finance has good possibilities to become a leading company within the industry in Europe. This presumes extensive and concrete improvement work. Because of this, a smaller board with a chairman who is engaged full time is proposed.

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 addition to this, Peter Zonabend and Lars Wollung have specific experience from the Hoist Finance board.

The Minority Shareholders are 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 Minority Shareholders can further conclude that the Swedish Corporate Governance Code's requirements regarding board members' independency are met.

Available documents and further information

Copies of the Extra General Meeting documents are available at the Company's premises and webpage and will be sent to shareholders who have notified their wish to receive the documents and informed of their postal address.

Shareholders have the right to ask questions at the Extra General Meeting regarding the items on the agenda, about the financial situation of the Company and its relation to other group companies.

Number of shares and votes

At the time of issuing this notice there were in total 89,303,000 shares and votes in Hoist Finance. The Company held, at the time of issuing this notice, no own shares in treasury.

Personal Data

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm, January 2022
Hoist Finance AB (publ)
The Board of Directors

For further information please contact:

Ingrid Östhols, Head of Communications & Investor Relations

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