

## Notice of the Annual General Meeting in Hoist Finance AB (publ)

Shareholders of Hoist Finance AB (publ), 556012-8489, are hereby invited to attend the Annual General Meeting, to be held on Friday 28 April 2017, at 11:00 a.m. at the IVA Conference Center, Grev Turegatan 16, Stockholm. Registration will open at 10:00 a.m.

### Notification of attendance

Shareholders who wish to attend the Annual General Meeting must, firstly, be listed in the shareholders' register maintained by Euroclear Sweden AB (the Swedish Central Securities Depository), on Friday 21 April 2017, and secondly, notify to the company of their intention to attend the meeting no later than Monday 24 April 2017.

Notification shall be given in writing and sent to:

Hoist Finance AB (publ)  
*Annual General Meeting*  
Box 7848  
103 99 Stockholm  
Sweden, or [arsstamma2017@hoistfinance.com](mailto:arsstamma2017@hoistfinance.com)

The notification must include the shareholder's name, 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 Annual General Meeting. 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 are available on the company's website, [www.hoistfinance.com](http://www.hoistfinance.com).

To be able to attend, 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 21 April 2017 and should be requested from the nominee well in advance of this date.



## **Proposed agenda**

1. Opening of the meeting
2. Election of the 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 as to whether the meeting has been duly convened
7. Presentation of the Annual Report and the auditor's report, and the consolidated financial statements and the consolidated audit report, for the financial year 1 January – 31 December 2016
8. Presentation by the CEO
9. Report by the Chairman of the Board regarding the work of the Board
10. Resolution on adoption of the income statement and the balance sheet as well as the consolidated income statement and consolidated balance sheet
11. Resolution on disposition of the company's earnings according to the approved balance sheet, and record day for any dividend
12. Resolution on discharge from personal liability of the Directors and the CEO
13. Resolution on the number of Directors, remuneration to be paid to the Directors and to the auditor, election of Directors and the Chairman of the Board, and election of auditor
14. Proposal regarding instructions for the Nomination Committee
15. Proposal regarding the guidelines for remuneration to senior executives
16. Proposal for authorisation to the Board of Directors
17. Proposal regarding amendments to the Articles of Association
18. Closing of the meeting

## **Proposals**

The Nomination Committee consisting of Jan Andersson, Chairman (Swedbank Robur Fonder), Per Josefsson (Carve Capital AB), Staffan Ringvall (Handelsbanken Funds) and Ingrid Bonde, the Chairman of the Board in Hoist Finance AB (publ), shall submit proposals to be resolved upon under items 2, 13 and 14 on the agenda.

### ***Item 2 – Election of the chairman of the Annual General Meeting***

The Nomination Committee proposes the Chairman of the Board, Ingrid Bonde, to be elected as Chairman of the Annual General Meeting 2017.

### ***Item 11 - Resolution on disposition of the Company's earnings according to the approved balance sheet, and record day for any dividend***

The Board of Directors proposes a dividend of SEK 1.30 per share and further, that the record day for dividend is 3 May 2017. The total proposed dividend amounts to SEK 104,935,437. If the proposal is accepted by the Annual General Meeting, dividends are expected to be distributed by Euroclear Sweden AB on 8 May 2017.

***Item 13 - Resolution on the number of Directors, remuneration to be paid to the Directors and to the auditor, election of Directors and the Chairman of the Board, and election of auditor***

The Nomination Committee proposes the following

- Eight members to be elected by the Annual General Meeting, no deputy members of the Board of Directors
- Re-election of Ingrid Bonde, Liselotte Hjorth, Jörgen Olsson, Costas Thoupos and Gunilla Wikman as members of the Board of Directors
- Election of, Cecilia Daun Wennborg, Malin Eriksson and Joakim Rubin as new members of the Board of Directors
- Re-election of Ingrid Bonde as Chairman of the Board of Directors

Annika Poutiainen and Magnus Ugglå have informed the Nomination Committee that they decline re-election.

A presentation of the persons proposed to be elected and re-elected as Board members is available at the Company's website, [www.hoistfinance.com](http://www.hoistfinance.com).

Remuneration to the Board of Directors is proposed as follows:

Chairman of the Board: SEK 1,350,000

Member of the Board of Directors: SEK 450,000

Chairman of the Risk and Audit Committee: SEK 150,000

Member of the Risk and Audit Committee SEK 100,000

Chairman of the Remuneration Committee: SEK 50,000

Member of the Remuneration Committee: SEK 50,000

Chairman of the Investment Committee: SEK 150,000

Member of the Investment Committee: SEK 100,000

No remuneration shall be paid to Board members who are employees of Hoist Finance AB (publ) or any of its subsidiaries. Remuneration may, after a special resolution by the Board, be payable up to SEK 50,000 for a Board members work in the Board of a subsidiary.

The Nomination Committee proposes that a Board member may, if there are fiscal conditions permit for invoicing, after a written agreement with the Company, invoice the remuneration, provided that it is cost neutral for the Company and in compliance with applicable legal regulation and recommendations.

The Nomination Committee proposes, in accordance with the recommendation from the Board's Risk and Audit Committee, re-election of KPMG AB as auditor, with the authorised public accountant Anders Bäckström as auditor in charge, until the end of the end of the Annual General Meeting 2018.

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

***Item 14 - Proposal regarding rules for the Nomination Committee***

The Nomination Committee of Hoist Finance AB (publ) propose:

1. That the company shall have a Nomination Committee consisting of one representative of each of the three shareholders or group of shareholders controlling the largest number of votes according to section 2 below, which desires to appoint a representative, and the Chairman of the Board of Directors. The names of the three shareholder representatives and the names of the shareholder(s) who appointed the representatives shall be published not later than six months prior to the Annual General Meeting. The Nomination Committee's term of office extends until a new Nomination Committee has been appointed. Chairman of the Nomination Committee shall, if the members of the committee unanimously do not agree otherwise, be the member that represents the shareholder controlling the largest number of votes.
2. That the Nomination Committee shall be formed based on the shareholder statistics from the Euroclear Sweden AB, as per the last banking day in August the year before the Annual General Meeting and on all other reliable ownership information that has been provided to the company at this point of time. In the assessment of the three largest shareholders a group of shareholders shall be regarded as one owner provided that they (i) have been grouped together in the Euroclear Sweden system or (ii) have made public and notified the company in writing that they have agreed in writing to have a long term unified conduct regarding the management of the company through coordinating the use of their voting rights. If a shareholder who is offered to serve on the Nomination

Committee declines, the inquiry shall instead be offered to the largest shareholder in turn, based on information in accordance with the above.

3. That, if before the year end preceding the Annual General Meeting, one or more shareholders who have been appointed members of the Nomination Committee cease to belong to the three shareholders controlling the largest number of votes, said members shall leave their places of the Nomination Committee and the shareholder(s) that currently is among the three largest shareholders shall, after having contact with the Chairman of the Nomination Committee, be offered to appoint a member of the Nomination Committee. However, the composition of the Nomination Committee may remain unchanged following changes in the ownership structure of the company that the Chairman of the Nomination Committee considers to be minor.

A shareholder that has become one of the three largest shareholders later than the year end preceding an Annual General Meeting can by the Nomination Committee instead be offered to appoint a representative who is co-opted to the Nomination Committee.

A shareholder, which has appointed a member of the Nomination Committee, has the right to dismiss its appointed member and appoint a new member of the Nomination Committee. Changes of the composition of the Nomination Committee shall be made public as soon as such changes have taken place.

4. That the Nomination Committee shall present the following proposals for resolutions at the Annual General Meeting:
  - (a) proposal for Chairman of the Meeting;
  - (b) proposal for Members of the Board of Directors;
  - (c) proposal for Chairman of the Board of Directors;
  - (d) proposal for remuneration to the Members of the Board of Directors, distinguishing between the Chairman of the Board of Directors and other Members of the Board of Directors and remuneration for committee work;
  - (e) proposal for auditors; and
  - (f) proposal for remuneration to auditors.
5. That the Nomination Committee shall, in connection with their assignment, accomplish their duties in accordance with the Swedish Code of Corporate Governance and guidelines issued by the European Banking Authority regarding

the assessment of the suitability of members of the management body. The company shall, upon the request of the Nomination Committee, provide the Nomination Committee with personnel resources, such as secretarial services, in order to facilitate for the Nomination Committee's work. In case of need, the company shall also assist the Nomination Committee with reasonable costs for external consultancy services that the Nomination Committee assesses as necessary in order for the Nomination Committee to be able to complete its assignment.

The Instruction above shall be applicable until the General Meeting resolves otherwise.

***Item 15 - Proposal regarding the guidelines for remuneration to senior executives***

The Board of Directors proposes the following guidelines for remuneration to senior executives:

The term "senior executives" shall in this context mean the CEO of Hoist Finance AB (publ) ("**Hoist Finance**") and the executives who are members of the executive management team, and Board Members, to the extent they receive remuneration for services performed outside of their Board duties.

Remuneration for senior executives is comprised of fixed base salary, variable remuneration, pension and other benefits. Remuneration is designed to encourage the senior executive to deliver results in line with the company's targets, strategy and vision and to act in accordance with the company's ethical code of conduct and basic principles. It is also designed to enable Hoist Finance to attract, retain and motivate employees who have the requisite skills. Remuneration is structure to encourage good performance, prudent behaviour and risk-taking aligned with customer and shareholder expectations. Salaries are age- and gender-neutral and anti-discriminatory. Hoist Finance views remuneration from a comprehensive perspective and, accordingly, takes all remuneration components into account. Remuneration is weighted in favour of fixed salary, which is based on the position's complexity and level of responsibility, prevailing market conditions and individual performance.

Variable remuneration for senior executives shall not exceed 50 per cent of the fixed salary. Variable remuneration is based on various financial and non-financial criteria determined by the Board of Directors, and are linked to the performance of the Hoist Finance group of companies (the "**Group**") respectively the relevant business unit and to individual targets.

Variable remuneration takes into account the risks involved in the company's operations and is proportional to the Group's earning capacity, capital requirements, profit/loss and financial position. The payment of variable remuneration must not undermine the Group's long-term interests and is contingent upon the recipient's compliance with internal rules and procedures, including the policy regulating conduct with respect to customers and investors. Variable remuneration is not paid to a senior executive who has participated in or been responsible for any action resulting in significant financial loss for the Group or the relevant business unit.

For senior executives, payment of 60 per cent of the variable remuneration is deferred for a period of at least three years. Variable remuneration, including deferred remuneration, is only paid to the extent warranted by the Group's financial situation and the performance of the Group and the relevant business unit, and the senior executive's achievements.

Pension and insurance are offered pursuant to national laws, regulations and market practices and are structured as collective agreements, company-specific plans or a combination of the two. Hoist Finance has defined-contribution pension plans and does not apply discretionary pension benefits. A few senior executives receive gross salary; in these instances, the company does not make pension contributions. Other benefits are designed to be competitive in relation to similar operations in the respective country.

Remuneration for new hires ("sign-on bonuses") are only offered in exceptional cases and then only to compensate for the lack of variable remuneration in the senior executive's previous employment contract. Sign-on bonuses are paid during the year in which the senior executive begins to work. Decisions on exceptional cases are made in accordance with the decision-making process for variable remuneration.

Issuing loans to senior executives is not permitted.

Upon the Group's termination of an employment contract, the maximum notice period is twelve months and no redundancy payment is made.

Board Members, elected at General Meetings, in certain cases may receive a fee for services performed within their respective areas of expertise, outside of their Board duties. Compensation for these services shall be paid at market terms and be approved by the Board. Remuneration may be payable up to SEK 50,000 for a Board Member's work in the board of a subsidiary.

The Board of Directors shall have the right to deviate from the guidelines decided at the Annual General Meeting if there are specific reasons in a particular case.

***Item 16 - Proposal for authorisation to the Board of Directors***

The Board of Directors proposes that the Annual General Meeting resolve to authorise the Board of Directors to resolve, until the next annual general meeting, on one or several occasions, with or without deviating from the shareholder's preferential rights, against cash payment, through set-off or against consideration in kind, on issuance of new ordinary shares.

The number of shares in the company may, by virtue of this authorisation, not exceed an increase of ten (10) per cent of the number of shares in the date of the Annual General Meeting.

The purpose of this authorisation is solely to enable raising of capital for financing of acquisitions of companies or businesses and larger portfolio investments.

The subscription price shall be marketable and determined in accordance with the prevailing market conditions at the time the shares are issued.

The Board of Directors also proposes that a resolution is adopted at the Annual General Meeting granting the CEO, or an individual appointed by the CEO, the authority to make any minor adjustments to the shareholders resolution as may prove necessary in conjunction with the registration of the resolution.

***Item 17 - Proposal regarding amendments to the Articles of Association***

With reference to that Hoist Finance AB (publ) during 2017 has obtained the Swedish Financial Supervisory Authority's ("SFS") approval to conduct financing business (Sw. *finansieringsrörelse*), the Board of Directors of the company proposes that the Annual General Meeting resolves to amend § 3 of the Articles of Association as specified below. The Board of Directors, or any person appointed on their behalf, shall be entitled to make any formal adjustments to the resolution to amend the Articles of Association which might be required in conjunction with registration and decide upon timing of the registration considering the timing of a planned merger between the company and its' subsidiary Hoist Kredit AB (publ), whereby the business conducted by the subsidiary will instead be conducted by Hoist Finance AB (publ). The Board of Directors further proposes that the resolution of the Annual General Meeting to amend the Articles of Association shall be conditional, upon completion of the above mentioned merger.



Current wording	Proposed wording
<p>The company's objects are to:</p> <ul style="list-style-type: none"> <li>- own and manage subsidiaries which – or proprietary interest in companies which – conduct business according to the Swedish Banking and Financing Act (2004:297) or similar business, also to conduct said business on its own – mainly to support and complement – and that do not require permit or license according to above mentioned act;</li> <li>- manage or administrate real estate or other assets, either on its own or through subsidiaries or associated companies;</li> <li>- provide administrative, consulting and management services mainly to subsidiaries or associated companies; and</li> <li>- conduct other activities compatible therewith.</li> </ul>	<p>The object of the Company's business is to, in accordance with the Swedish Banking and Finance Act (2004:297), directly, via branches and through subsidiaries, and may thus:</p> <ol style="list-style-type: none"> <li>1. Borrow funds, for example by accepting deposits from the general public or issuing bonds or other comparable debt instruments;</li> <li>2. Grant or broker loans, for example in the form of consumer credits and loans secured by charges over real property or claims;</li> <li>3. Participate in financing, for example in acquiring claims and leasing personal property;</li> <li>4. Negotiate payments;</li> <li>5. Provide means of payments;</li> <li>6. Issue guarantees and assume similar obligations;</li> <li>7. Participate in the issuance of securities;</li> <li>8. Provide financial advice;</li> <li>9. Hold securities in safekeeping;</li> <li>10. Conduct letters of credit operation;</li> <li>11. Provide bank safety deposit services;</li> <li>12. Engage in currency trading;</li> <li>13. Engage in securities operations subject to the conditions prescribed in the Securities Markets Act (SFS 2007:528); and</li> <li>14. Provide credit information subject to the conditions subscribed in Credit Information Act (SFS 1973:1173).</li> </ol> <p>And to, within the framework of the Swedish Banking Finance Act (2004:297), operate other areas of business in conjunction with</p>

	this, e.g. collecting and owning management real property, lease holds and shares and provide advice and service in connection therewith.
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### **Number of shares and votes**

At the time of issuing this notice there were in total 80,719,567 shares and votes in Hoist Finance AB (publ). The company held, at the time of issuing this notice, no own shares in treasury.

### **Shareholder's right to request information**

In accordance with the Swedish Companies Act Ch. 7 Sec. 32, the shareholders have the right to ask questions at the Annual General Meeting regarding the items on the agenda and about the financial situation of the company and the group. Shareholders, who wish to submit questions in advance of the Annual General Meeting, shall send these to:

Hoist Finance AB (publ),  
*Annual General Meeting*  
Box 7848  
103 99 Stockholm  
Sweden, or [arsstamma2017@hoistfinance.com](mailto:arsstamma2017@hoistfinance.com)

### **Available documents**

The accounts, the auditor's report and the auditor's statement regarding compliance with the previous guidelines for remuneration to the senior executives as well as the complete proposals for decisions under items 2, 11,13, 14, 15, 16 and 17 will be available to the shareholders at the company's office and at the company's website [www.hoistfinance.com](http://www.hoistfinance.com) not later than Friday 7 April 2017, and will also be distributed to shareholders who have notified their wish to receive the documents and have informed of their postal address.

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Stockholm, March 2017  
Hoist Finance AB (publ)  
The Board of Directors

**For further information please contact:**

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