

The Nomination Committee's proposals and motivated opinion for the Annual General Meeting 2021

Background

The Nomination Committee for the Annual General Meeting 2021 in Hoist Finance AB (publ) ("**Hoist Finance**" or the "**Company**") has been composed of Erik Selin (Erik Selin Fastigheter AB), Jan Andersson (Swedbank Robur Fonder), Per Arwidsson and Ingrid Bonde (chairman of the board in Hoist Finance). The chairman of the Nomination Committee has been Jan Andersson. The three shareholder representatives jointly represent approximately 34 percent of the votes for all shares in Hoist Finance as of 28 February 2021.

The Nomination Committee has ahead of the Annual General Meeting 2021 held five recorded meetings 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 some of the board members.

In September 2020, the Nomination Committee was informed that the chairman of the board Ingrid Bonde will not stand for re-election at the Annual General Meeting 2021. During the fall of 2020, Cecilia Daun Wennborg, Liselotte Hjorth and Robert Kraal also informed the Committee that they will not be standing for re-election at the Annual General Meeting 2021.

Against this background, the Nomination Committee has carried out extensive work in order to identify suitable candidates who, together with the remaining candidates will form a board that can lead the continued development of Hoist Finance in accordance with the long-term goals on efficiency, profitability and sustainability that the board has set. The Nomination Committee has in its search put specific emphasis on finding persons with a solid knowledge of governing companies under financial regulation, as well as persons with experience of international operations similar to the Company's business.

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 nine (previously seven) board members, with no deputy members;
- Re-election of Malin Eriksson, Henrik Käll and Lars Wollung;

- Election of Fredrik Backman, Mattias Carlsson, Per Anders Fasth, Niklas Johansson, Helena Svancar and Peter Zonabend; and
- Election of Mattias Carlsson as chairman of the board.

Short presentation of the board members that are proposed for election:

Fredrik Backman (born 1981) is the CEO of Ludvig & Co Group. He has previously held various positions within Intrum AB, inter alia as Managing Director of Intrum Sverige and Regional Finance Director of Region Northern Europe.

Mattias Carlsson (born 1972) is the CEO of TF Bank. He has previously been the chairman of the board of TF Bank, a manager within consumer finance at Resurs Bank and held various positions within the bank SEB.

Per Anders Fasth (born 1960) is chairman of the board of FundedByMe and Lyra Financial Wealth and a board member of inter alia Skandiabanken and Atle Investment Services. He has previously held various executive positions within the bank SEB and been the CEO of SBAB Bank as well as a board member of Piraeus Bank SA and other financial institutions.

Niklas Johansson (born 1961) is a board member of Skandia Life Insurance Company (Sw. Skandia Liv) and the Swedish State Pharmacy Pension Trust (Sw. Apotekets Pensionsstiftelse). He has previously been the Group CEO of Carnegie Investment Bank AB, the chairman of the board of Skandiabanken, and director general at the Ministry of Finance and at the Ministry of Enterprise and Innovation.

Helena Svancar (born 1975) is the Head of M&A at Ericsson. Before joining Ericsson in early 2018 she worked for almost 20 years in investment banking in London, New York and Stockholm. Her most recent position was as Managing Director and Head of Corporate Finance, Nordic region at Deutsche Bank.

Peter Zonabend (born 1980) is the CEO of Arwidsro Fastighets AB and a board member of Oasmia Pharmaceutical. He has previously been the CEO of Victoria Investment Holdings Ltd and a Senior Associate at the law firm Fylgia KB.

Due to the Company's regulatory and operational complexity, and the fact that four out of seven current board members leave the board, the Nomination Committee has reached the conclusion that it is reasonable to increase the size of the board with two board members.

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 conclusion the Nomination Committee is of the opinion that the proposed board, with account taken to the Company's goals and strategies and short term as well as long term challenges, represents the experience, knowledge and competence that is required. 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.

The Nomination Committee's proposal means that the board will be composed of two women and seven men. This does not fulfil the goal of gender balance, but the Nomination Committee notes that since Hoist Finance became publicly listed, the Company has had a clear majority of female board members. 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, executive management and major shareholders, except for Peter Zonabend, who is not independent in relation to Arwidsro, one of the Company's largest 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 2021

Remuneration to the Board of Directors

The Nomination Committee proposes no change to the board fees compared to 2020.

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 re-elect EY as auditor until the end of the Annual General Meeting 2022. 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 the Chairman of the Board Ingrid Bonde to be elected as chairman at the Annual General Meeting.

Stockholm, March 2021
Hoist Finance AB (publ)
The Nomination Committee