

Bulletin from Hoist Finance AB (publ)'s Annual General Meeting 13 April 2021

Hoist Finance's Annual General Meeting (the "Meeting") was held on Wednesday 13 April 2022 at 11 am in Stockholm.

Approval of the Income Statement and the Balance Sheet

The Meeting approved the income statement and the balance sheet for the parent company, as well as the consolidated income statement and the consolidated balance sheet for the financial year 2021.

Disposition of Earnings

The Meeting resolved, in accordance with the Board of Directors' proposal, that the unappropriated earnings at the disposal of the Annual General Meeting shall be carried forward, meaning that no dividend is paid.

Remuneration report

The Annual General Meeting approved the Board of Directors' proposed remuneration report.

Board of Directors

The Meeting discharged the members of the Board of Directors and the CEO from liability for the financial year 2021.

Current members of the Board of Directors Bengt Edholm, Camilla Philipson Watz, Christopher Rees, Rickard Westlund, Lars Wollung and Peter Zonabend were re-elected. The Meeting elected Bengt Edholm as Chairman of the Board of Directors.

Auditor

The Meeting re-elected, in accordance with the Nomination Committee's proposal, EY as auditor until the end of the Annual General Meeting 2023. EY has informed that the authorised public accountant Daniel Eriksson remains as the auditor in charge.

Compensation to the Board of Directors

The remuneration to the Board of Directors was set as follows, in accordance with the Nomination Committee's proposal; SEK 1,475,000 to the Chairman of the Board of Directors, SEK 490,000 to each of the other members of the Board of Directors, SEK 200,000 to the Chairman of the Risk and Audit Committee, SEK 125,000 to each of the other members of the Risk and Audit Committee, SEK 175,000 to the Chairman of the Investment Committee, SEK 100,000 to each of the other members of the Investment Committee, SEK 50,000 to the Chairman of the Remuneration Committee and SEK 50,000 to each of the other members of the Remuneration Committee.

Compensation to the auditor

The Meeting approved, in accordance with the Nomination Committee's proposal, that the auditor shall be entitled to a fee in accordance with approved invoices.

Deferred variable remuneration in the form of shares in accordance with the Deferred Bonus Plan 2022

The Meeting resolved to approve the Board of Directors' resolution on deferred variable remuneration in the form of shares in accordance with the Deferred Bonus Plan 2022. The maximum number of shares that may be allotted under the Deferred Bonus Plan amounts to 1,100,000 and will be paid out during the years 2023 – 2025. The intention of the Board of Directors is to hedge the delivery of shares and administrative expenses through a so-called share swap agreement with an external party. The maximum total cost for the Deferred Bonus Plan 2022 is estimated to approximately SEK 36,000,000 plus additional costs for the share swap agreement which are estimated to approximately SEK 100,000.

Authorisation to the Board of Directors to resolve on new share issue

The Meeting resolved, in accordance with the Board of Directors' proposal, to authorise the Board of Directors, during the period until the next Annual General Meeting, in order to enable the raising of capital for financing of acquisitions of companies or businesses and larger portfolio investments, on one or several occasions, with or without deviation from the shareholders' preferential rights, against cash payment, through set-off or against consideration in kind, to make a decision on issuance of new 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 at the date of the Meeting.

Authorisation to the Board of Directors to resolve on acquisition of own shares

The Meeting resolved, in accordance with the Board of Directors' proposal, to authorise the Board of Directors, during the period until the next Annual General Meeting, on one or several occasions, subject to applicable capital adequacy requirements at any given time, to resolve on acquisition of own shares according to the following terms and conditions:

- Acquisitions of own shares may only be made of so many shares that the company's holding of treasury shares at any given time does not exceed ten (10) per cent of the total number of shares in the company.
- Acquisitions of own shares may only be made on Nasdaq Stockholm and in accordance with the Nasdaq Stockholm Rulebook for Issuers.
- Acquisitions of own shares may only be made at a price per share within the spread registered on Nasdaq Stockholm from time to time, meaning the spread between the highest bid price and the lowest ask price.
- Payment for the shares shall be made in cash.

Change of Articles of Association

It was resolved, with requisite majority, in accordance with the board of director's proposal, to update the articles of association so that the requirement that shareholders shall be registered in the share register five weekdays prior to the day that the general meeting takes place is removed. The timing for the record day has been updated, but does not need to be stated in the articles of association since it is regulated by law.

Statutory Board meeting

At a statutory Board meeting held in connection with the Meeting; (i) Christopher Rees, Camilla Philipson Watz and Bengt Edholm were elected as members of the Risk and Audit Committee with Christopher Rees as Chairman of the committee, (ii) Bengt Edholm and Peter Zonabend were elected as members of the Remuneration Committee with Bengt Edholm as Chairman of the committee, and (iii) Christopher Rees, Rickard Westlund and Bengt Edholm were elected as members of the Investment Committee with Christopher Rees as Chairman of the committee.

For further information, please contact:

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