

# Bulletin from Hoist Finance AB (publ)'s Annual General Meeting 7 May 2024

Hoist Finance's Annual General Meeting (the "Meeting") was held on Tuesday 7 May 2024 at 11 a.m. 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 2023.

## **Disposition of Earnings**

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

## **Remuneration report**

The 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 2023.

Current members of the Board of Directors Bengt Edholm, Camilla Philipson Watz, Christopher Rees, Rickard Westlund, Lars Wollung and Peter Zonabend were re-elected. Lars Wollung was re-elected 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 2025. 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 1,770,000 to the Chairman of the Board of Directors, SEK 588,000 to each of the other members of the Board of Directors, SEK 240,000 to the Chairman of the Risk and Audit Committee, SEK 150,000 to each of the other members of the Risk and Audit Committee, SEK 280,000 to the Chairman of the Investment Committee, SEK 175,000 to each of the other members of the Investment Committee, SEK 250,000 to the Chairman of the Finance Committee (unchanged), SEK 150,000 to each of the other members of the Finance Committee (unchanged), SEK 120,000 to the Chairman of the Remuneration Committee and SEK 60,000 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.

### **Guidelines for remuneration to senior executives**

The Meeting approved the Board of Directors' proposal regarding guidelines for remuneration to senior executives.

### **Share Investment Program and issue of shares**

The Meeting resolved, in accordance with the Board of Directors' proposal, on adoption of a long-term ownership program for senior executives and other key employees within the Hoist Finance group. In order to fulfil its obligations according to the share investment program, the Meeting resolved, also in accordance with the Board of Directors' proposal, on a directed issue of no more than 3,000,000 shares, entailing an increase in the share capital by no more than SEK 1,000,000. The Board of Directors' proposal for the adoption of the share investment program and resolution on directed issue of shares constitute a joint proposal and was determined by the Meeting as one resolution.

Ten people will be offered to participate in the share investment program, and the participants will be invited to invest, through companies (an incentive company), in shares in Hoist Finance in accordance with the terms of the share investment program. In the event of full investment in all participants' incentive companies, 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.

The share investment program entails that each participant will make a private investment by contributing 15 percent of total capital for the investment, and Hoist Finance contributes the remaining 85 percent. Hoist Finance's total investment in the share investment program may not amount to more than SEK 76,500,000. The shares in Hoist Finance shall be subscribed for during the period from and including 27 May 2024 up to and including 31 May 2024. The Board of Directors is entitled to extend the subscription period. The share investment program has a term of four years, the Board of Directors is, however, entitled to extend the share investment program for the CEO of Hoist Finance.

#### **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.

**Statutory Board meeting**

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

**For further information, please contact:**

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