

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 29 April 2016, at 3:00 p.m. at the IVA Conference Center, Grev Turegatan 16, Stockholm. Registration will open at 2 p.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 22 April 2016, and secondly, notify to the company of their intention to attend the meeting no later than Monday 25 April 2016.

Notification shall be given in writing and sent to:

Hoist Finance AB (publ)
Annual General Meeting
Box 7848
103 99 Stockholm
Sweden, or arsstamma2016@hoistfinance.com

The notification must include the shareholder's name, address, telephone number and the number of shares held and the number of assistants attending (maximum of two).

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.

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 22 April 2016 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 2015
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. Closing of the meeting

Proposals

The Nomination Committee consist of Jan Andersson, Chairman (Swedbank Robur Fonder AB), Per Josefsson (Carve Capital AB), Ola Sandersson (Olympus Investments S.à.r.l.), 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 2016.

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 0.75 SEK per share and further, that the record day for dividend is 3 May 2016. The total proposed dividend amounts to 59 SEK million. If the proposal is accepted by the Annual General Meeting, dividends are expected to be distributed by Euroclear Sweden AB on 9 May 2016.

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:

- Seven members to be elected by the Annual General Meeting, no deputy members of the Board of Directors
- Re-election of Ingrid Bonde, Liselotte Hjorth, Annika Poutiainen, Gunilla Wikman, Jörgen Olsson and Costas Thoupos as members of the Board of Directors
- Election of Magnus Ugglå as new member of the Board of Directors

- Re-election of Ingrid Bonde as Chairman of the Board of Directors

Magnus Uggla, Master of Business Administration and Master of Science in Engineering and born in 1952, have for approximately 30 years held different positions within Svenska Handelsbanken. Among others, he has been Head of Handelsbanken International and been located in New York and London, where he held an active role in the building of SHB's British organisation.

The Nomination Committee has reviewed and discussed the size and composition of the Board as well as the business of the Hoist Finance Group. It has given a particular consideration to the Company's goals and strategies as well as the demands the Group's future direction might place on the Board. The Nomination Committee is of the opinion that the Board is well-functioning and that the work of the Board is conducted efficiently. However, the Nomination Committee also recognizes that further banking competence is needed on the Board. The Nomination Committee therefore proposes Magnus Uggla as a new Board member, who with his extensive experience within banking and finance - both in Sweden and internationally - will bring important knowledge to the Board. Per-Eric Skotthag has informed the Nomination Committee that he declines re-election. Thus, the Board of Directors will continue to be comprised of seven members.

The Nomination Committee's proposal means that the proportion of women is unchanged, that is approximately 60 percent.

The Nomination Committee's proposal for composition of the Board of Directors also meets the requirements of the Swedish Code of Corporate Governance for independent members of the Board. Ingrid Bonde, Liselotte Hjorth, Annika Poutiainen, Magnus Uggla and Gunilla Wikman are all regarded as independent in relation to the Company, executive management and major shareholders. Jörgen Olsson and Costas Thoupos are independent in relation to major shareholders but not in relation to the Company.

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.

The Nomination Committee's proposal regarding remuneration to the Board of Directors and the Chairman of the Board of Directors

Remuneration to the Board of Directors is proposed as follows:

Chairman of the Board: 1 350 000 SEK

Member of the Board of Directors: 450 000 SEK

Chairman of the Risk and Audit Committee: 150 000 SEK

Member of the Risk and Audit Committee: 100 000 SEK

Chairman of the Remuneration Committee: 50 000 SEK

Member of the Remuneration Committee: 50 000 SEK

Chairman of the Investment Committee: 150 000 SEK

Member of the Investment Committee: 100 000 SEK

No remuneration shall be paid to Board members who are employees of Hoist Finance or any of its subsidiaries. Remuneration may, after a special resolution by the Board, be payable up to 50 000 SEK 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's proposal for auditors and remuneration to auditors

The Nomination Committee proposes 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 2017.

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 proposes the following:

It is proposed that the Company adopts rules regarding nominating the Nomination Committee before the Annual General Meeting in accordance with the proposed principles below. The rules shall apply until a resolution regarding change of the procedure for nominating the Nomination Committee is resolved by the General Meeting.

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 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" refers to the CEO and other senior executives of Hoist Finance and its subsidiaries, 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 salary, pension and other benefits. Remuneration is designed to encourage employees 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 structured 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 is linked to the performance of the Group respectively the relevant business unit and to individual targets. No variable remuneration is paid to control function managers (Risk, Compliance and Internal Audit) on Group level.

Variable salary 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 an employee who has participated in or been responsible for any action resulting in significant financial loss for Hoist Finance or the relevant business unit.

For members of the Executive Management Team, payment of 60 per cent of the variable remuneration is deferred for a period of at least three years. The corresponding figure is 40 per cent for other senior executives classified as risk takers under applicable regulations. Variable remuneration, including deferred remuneration, is only paid to the extent warranted by the Group's financial situation and the performance and conduct of the Group, the relevant business unit and the employee.

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. There are defined-benefit pension plans in Germany, but no provisions are made for pension contributions. 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 employee's previous employment contract. Sign-on bonuses are paid during the year in which the employee begins to work. Decisions on exceptional cases are made in accordance with the decision-making process for variable remuneration.

Issuing loans to employees 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 50 000 SEK for a Board Member's work in the board of a subsidiary.

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

Number of shares and votes

At the time of issuing this notice there were in total 78,532,684 shares and votes in Hoist Finance. 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 arsstamma2016@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 and 15 will be available to the shareholders at the company's office and at the company's website www.hoistfinance.com not later than Thursday 8 April 2016, and will also be distributed to shareholders who have notified their wish to receive the documents and have informed of their postal address.

March 2016
Hoist Finance AB (publ)
The Board of Directors

For further information please contact:

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* This is an in-house translation. In case of any discrepancies between the Swedish original and this translation, the Swedish original shall prevail.

About Hoist Finance

Hoist Finance is a leading debt restructuring partner to international banks and financial institutions, offering a broad spectrum of advanced solutions for acquisition and management of non-performing unsecured consumer loans. Hoist Finance operates through eleven in-house collection centers across Europe, complemented by local external debt servicing partners. The total carrying value of Hoist Finance's acquired loans was approximately SEK 11.3 billion as per 31 December 2015. The parent company Hoist Finance AB (publ) is listed on Nasdaq Stockholm Mid-Cap list and its subsidiary Hoist Kredit AB (publ) is a regulated "Credit Market Company" under the supervision of the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*). In Sweden, the company offers internet-based savings deposit services through HoistSpar, with around 85,000 accounts.

The information above has been published pursuant to the Swedish Securities Markets Act (Sw. *lagen om värdepappersmarknaden*) and/or the Swedish Financial Instruments Trading Act (Sw. *lagen om handel med finansiella instrument*). This information was released for publication at approximately 09:00 (CET) on 21 March 2016

