

The Nomination Committee's proposals and motivated opinion for the 2018 Annual General Meeting

Background

The Nomination Committee for the 2018 Annual General Meeting in Hoist Finance AB (publ) (below referred to as "**Hoist Finance**" or "**the Company**") has been comprised of Ingrid Bonde, (Chairman of the Board in Hoist Finance), Jan Andersson, (Swedbank Robur Fonder), Per Josefsson (Carve Capital AB) and Rickard Wilson (Zeres Capital). The Chairman of the Nomination Committee has been Jan Andersson. The three shareholder representatives jointly represent approximately 26.7 percent of the votes for all shares in Hoist Finance.

The Nomination Committee has held three recorded meetings and also held regular contact. Interviews with suggested Board members have also been conducted. The Nomination Committee has taken note of the Board's evaluation of its work as well as the Chairman of the Board's respectively the CEO's presentation of the Company's business, goals and strategies. In addition, the Nomination Committee has interviewed Board members individually. The Nomination Committee has taken into consideration the Board's diversity policy, the requirement of the Swedish Corporate Governance Code to aim for diversity, breadth and gender balance on the Board, and also the requirements in the European Banking Authority's (EBA) guidelines regarding suitability assessments of board members.

The Nomination Committee's proposal for Chairman of the Meeting

The Nomination Committee proposes the Chairman of the Board, Ingrid Bonde, to be elected as Chairman of the Annual General Meeting 2018.

The Nomination Committee's motivated opinion regarding proposal for the number of Board of Directors, members of the Board of Directors and the Chairman of the Board of Directors

The Nomination Committee proposes the following:

- Eight (8) members to be elected by the Annual General Meeting, no deputy members of the Board of Directors
- Re-election of Ingrid Bonde, Cecilia Daun Wennborg, Malin Eriksson, Liselotte Hjorth, Jörgen Olsson, Joakim Rubin and Gunilla Öhman as members of the Board of Directors
- Election of Marcial Portela as new member of the Board of Directors
- Re-election of Ingrid Bonde as Chairman of the Board of Directors
- Election of Jörgen Olsson as Deputy Chairman of the Board of Directors

Costas Thoupas has informed the Nomination Committee that he declines re-election.



Marcial Portela, (born 1945) with a M.A in Political Science and M.A. in Sociology, has previously, among other things, been CEO in Banco Santander (Brazil) where he was responsible for most of the Group's Investments in Latin America. He has also been CEO in Telefónica International, held different positions in Argentaria and in BBVA and been a Board member of Lindorff Group.

The Nomination Committee has reviewed and discussed the size and composition of the Board as well as the business of the Hoist Finance Group. The Nomination Committee is of the opinion that the Board of Directors is well-functioning and that the work of the Board of Directors is conducted efficiently. However, given that the Company is present in several markets across Europe, the Nomination Committee also recognizes that further international competence within banking and finance is needed on the Board of Directors. The Nomination Committee therefore proposes Marcial Portela as a new Board member, who with his extensive experience from banks in Spain and Latin America will bring important knowledge to the Board.

Jörgen Olsson has, as previous CEO of Hoist Finance, valuable experience, competence and network. The Nomination Committee therefore nominates him as the Deputy Chairman of the Board of Directors.

With regards to the Company's goals and strategies, future direction and other relevant circumstances, it is the opinion of the Nomination Committee that the proposed Board of Directors has an appropriate composition. The Nomination Committee has also made the assessment that all of the proposed Board members have the disposable time that is required to fulfill the assignment as a member of the Board of Directors in Hoist Finance.

The Nomination Committee's proposal means that the Board will compose of five (5) women and three (3) men. Both strive for equality between genders as well as diversity and breadth concerning the Board of Directors' competence, age, experience and background has been considered. The question on diversity and that an equal gender representation should be strived for are important and prioritized questions to the Nomination Committee.

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 of Directors. Ingrid Bonde, Cecilia Daun Wennborg, Malin Eriksson, Liselotte Hjorth, Marcial Portela, Joakim Rubin and Gunilla Öhman, are all regarded as independent in relation to the Company, executive management and major shareholders. Jörgen Olsson, who was the CEO of the Company until March this year, is 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 will be 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

The Nomination Committee has evaluated the level of the remuneration to the Board of Directors and proposes an increase of the Board fees as a market adjustment. The proposed increase for work in the Risk and Audit Committee is also motivated by its increased workload. No change is proposed as regards the fees for work in the Remuneration Committee and the Investment Committee. Remuneration to the Board of Directors is proposed as follows:

Chairman of the Board of Directors: SEK 1,425,000
Deputy Chairman of the Board of Directors: SEK 800,000
Member of the Board of Directors: SEK 470,000
Chairman of the Risk- and Audit Committee: SEK 175,000
Member of the Risk and Audit Committee SEK 125,000
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

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, 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 2019.

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

Stockholm, April 2018
Hoist Finance AB (publ)
The Nomination Committee

