

## **The Board of Directors' proposal on (i) reduction of the share capital with redemption of shares and (ii) bonus issue without issuance of new shares**

The Board of Directors of Hoist Finance AB (publ), Reg. No. 556012-8489 ("**Hoist Finance**" or the "**Company**"), proposes that the Annual General Meeting resolves on (i) a reduction of the share capital with redemption of shares, and (ii) a bonus issue without issuance of new shares as follows.

### **i. Reduction of the share capital with redemption of shares**

The Board of Directors proposes that the Annual General Meeting resolves on a reduction of the Company's share capital by SEK 1,144,130.333, from SEK 30,284,998.997 to SEK 29,140,868.664. The purpose of the reduction is allocation to unrestricted equity. The reduction of the share capital is to be affected with redemption of 3,432,391 shares that are held in treasury by Hoist Finance, which have been repurchased under the repurchase programs resolved on by the Board of Directors on 6 February 2024 and 25 July 2024.

Hoist Finance may implement the resolution to reduce the share capital without permission from a court of general jurisdiction since Hoist Finance simultaneously carries out a bonus issue that increases the Company's restricted equity and share capital by SEK 1,144,130.333 (see item (ii) below). Combined, these measures entail that neither the Company's restricted equity nor its share capital is reduced.

### **ii. Bonus issue without issuance of new shares**

The Board of Directors proposes that the Annual General Meeting resolves on a bonus issue whereby the Company's share capital is to be increased by SEK 1,144,130.333, which corresponds to the amount by which the share capital is reduced under item (i) above.

The bonus issue shall be carried out without issuance of new shares and by transferring funds from unrestricted equity.

The bonus issue is carried out in order to achieve a time-efficient procedure regarding the reduction of share capital for allocation to unrestricted equity in accordance with item (i) above without the need for permission from a court of general jurisdiction.

## **Other and the Board of Directors' statement pursuant to Chapter 20, Section 13, fourth paragraph of the Swedish Companies Act**

The Board of Directors proposes that the Annual General Meeting resolutions under items (i) and (ii) are conditional upon each other.

Pursuant to the Swedish Banking and Financing Business Act (SFS 2004:297), the Swedish Financial Supervisory Authority has decided that the reduction of the share capital may be

carried out without court permission if Hoist Finance in connection with the reduction also takes measures which entail that neither the Company's restricted equity nor its share capital is reduced as result of the reduction.

Through the reduction of the share capital, the Company's share capital is reduced by SEK 1,144,130.333 and through the bonus issue, the Company's share capital is increased by the same amount. After the bonus issue, the Company's restricted equity and share capital will thus remain unchanged.

The Board of Directors, or a person appointed by the Board of Directors, shall be authorised to make such minor adjustments to the resolutions that may be necessary in connection with registration with the Swedish Companies Registration Office, the Swedish Financial Supervisory Authority or Euroclear Sweden.

The resolution is valid only when supported by shareholders representing no less than two thirds of both the votes cast and the shares represented at the Annual General Meeting.

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Stockholm, March 2025  
Hoist Finance AB (publ)  
The Board of Directors