

## Notice of the Annual General Meeting in Hoist Finance AB (publ)

Shareholders of Hoist Finance AB (publ), reg. no. 556012-8489 ("**Hoist Finance**" or the "**company**"), are hereby invited to attend the Annual General Meeting, on Thursday 8 May 2025, at 11:00 a.m. CEST at Tändstickspalatset, Västra Trädgårdsgatan 15 in Stockholm. Registration will open at 10:30 a.m. CEST.

### Notification of attendance

Shareholders who wish to attend the Annual General Meeting shall both be registered in the shareholders' register maintained by Euroclear Sweden AB (the Swedish Central Securities Depository) on Tuesday 29 April 2025, and notify the company of their intention to attend the meeting no later than Friday 2 May 2025.

Notification shall be given in writing and sent to:

Hoist Finance AB (publ)  
*Annual General Meeting*  
Box 7848  
103 99 Stockholm  
Sweden

Or emailed to: [bolagsstamma@hoistfinance.com](mailto:bolagsstamma@hoistfinance.com)

The notification must include the shareholder's name, personal identification/registration number, address, telephone number and the number of shares held and, if any, the number (maximum two) and name(s) of accompanying assistant(s).

Representatives of minors and corporate representatives shall submit authorisation documents to the company well in advance of the Annual General Meeting. A 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 will be available on the company's webpage, [www.hoistfinance.com/investors](http://www.hoistfinance.com/investors).

To be able to attend and vote at the Annual General Meeting, the shareholders whose shares are registered in the name of a nominee must have such shares re-registered in their own names, in the shareholders' register maintained by Euroclear Sweden AB. Such re-registration may be temporary, so-called voting rights registration. The re-registration must have effect on Friday 2 May 2025 and should be requested from the nominee well in advance of this date.

### **Shareholders' right to request information**

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information at the Annual General Meeting about circumstances that may affect the evaluation of an item on the agenda, circumstances that may affect the evaluation of the company's or subsidiaries' financial position and the company's relation to other group companies. Shareholders who wish to submit questions ahead of the Annual General Meeting may submit them in writing via the above-mentioned contact channels.

### **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 of 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 2024
8. Presentation by the CEO
9. Presentation of the Board's work in 2024 by the Chairman 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
12. Resolution on remuneration report
13. Resolution on discharge from personal liability of the Directors and the CEO
14. Resolution on the number of Directors, remuneration to be paid to the Directors and to the auditor, election of Directors, the Chairman of the Board and election of auditor
15. Resolution on reduction of the share capital with redemption of shares and bonus issue without issuance of new shares
16. Resolution on authorisation for the Board of Directors to resolve on new issues of shares
17. Resolution on authorisation for the Board of Directors to resolve on acquisitions of own shares
18. Closing of the meeting

### **Proposals**

The Nomination Committee consisting of Per Arwidsson, Chairman (Arwidsro), Erik Selin (Erik Selin Fastigheter AB), Carl Rydin (Jofam) and Lars Wollung, Chairman of the Board in Hoist Finance, have submitted proposals to be resolved upon under items 2 and 14 on the agenda.

The Board of Directors has submitted proposals to be resolved upon under items 11, 12 and 15-17 on the agenda.

***Item 2 – Election of the Chairman of the meeting***

The Nomination Committee proposes that the Company's chairman of the board Lars Wollung is elected as chairman of the Annual General Meeting 2025.

***Item 11 – Resolution on disposition of the company's earnings according to the approved balance sheet***

The Board of Directors proposes a dividend of SEK 2 per share and further, that the record day for dividend shall be 12 May 2025. The total proposed dividend amounts to SEK 174,845,212. If the Annual General Meeting resolves in accordance with the proposal, dividends are expected to be distributed by Euroclear Sweden AB on 15 May 2025.

***Item 12 – Resolution on remuneration report***

The Board of Directors proposes that the Annual General Meeting resolves to approve the Board of Directors' report on remuneration pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

***Item 14 – Resolution on the number of Directors, remuneration to be paid to the Directors and to the auditor, election of Directors, the Chairman of the Board and election of auditor***

The Nomination Committee proposes the following:

- That the Board of Directors shall be composed of six board members, with no deputy members;
- Re-election of Bengt Edholm, Camilla Philipson Watz, Christopher Rees, Rickard Westlund, Lars Wollung and Peter Zonabend as members of the Board of Directors for the period until the end of the next Annual General Meeting; and
- Re-election of Lars Wollung as Chairman of the Board of Directors.

A presentation of the proposed board members is available at the company's website, [www.hoistfinance.com/investors](http://www.hoistfinance.com/investors).

The Nomination Committee proposes no change to the board remuneration compared to the board remuneration adopted by the 2024 AGM, as follows:

- Chairman of the Board of Directors: SEK 1,770,000
- Member of the Board of Directors: SEK 588,000
- Chairman of the Risk and Audit Committee: SEK 240,000
- Member of the Risk and Audit Committee: SEK 150,000
- Chairman of the Investment & Credit Committee: SEK 280,000
- Member of the Investment & Credit Committee: SEK 175,000
- Chairman of the Finance Committee: SEK 250,000
- Member of the Finance Committee: SEK 150,000
- Chairman of the Remuneration Committee: SEK 120,000
- Member of the Remuneration Committee: SEK 60,000

The Nomination Committee proposes, in accordance with the recommendation from the board's Risk and Audit Committee, re-election of the registered accounting firm Ernst & Young Aktiebolag ("EY") as auditor until the end of the Annual General Meeting 2026. EY has informed that, if the Annual General Meeting resolves in accordance with the Nomination Committee's proposal, the authorised public accountant Daniel Eriksson will remain as the auditor in charge. The Nomination Committee proposes that the auditor shall be entitled to a fee in accordance with approved invoices.

***Item 15 – Resolution on reduction of the share capital with redemption of shares and bonus issue without issuance of new shares***

The Board of Directors 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.

***Item 16 – Resolution on authorisation for the Board of Directors to resolve on new issues of shares***

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to resolve, until the next Annual General Meeting, on one or several occasions, with or without deviating from the shareholders' preferential rights, against cash payment, through set-off or against consideration in kind, on issuance of new ordinary 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 on the date of the Annual General Meeting.

The purpose of this authorisation is solely to enable the raising of capital for financing of acquisitions of companies or businesses and larger portfolio investments.

The subscription price shall be marketable and determined in accordance with the prevailing market conditions at the time the shares are issued.

The Board of Directors also proposes that a resolution is adopted at the Annual General Meeting granting the CEO, or an individual appointed by the CEO, the authority to make any minor adjustments to the shareholders' resolution as may prove necessary in conjunction with the registration of the resolution.

For a valid resolution in accordance with the Board of Directors' proposal as per above, the resolution must be supported by shareholders representing at least two thirds of both the votes made and the shares represented at the Annual General Meeting.

***Item 17 – Resolution on authorisation for the Board of Directors to resolve on acquisitions of own shares***

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to resolve, until the next Annual General Meeting, on one or several occasions, subject to applicable capital adequacy requirements at any given time, on acquisition of own shares according to the following terms and conditions:

- Acquisitions of own shares may be made of no more than so many shares that the company's holding of treasury shares at any given time amounts to no more than 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.

The mandate to repurchase the company's own shares provides the Board of Directors with an efficient tool to improve flexibility in the management of the capital structure and thus contribute to increasing shareholder value.

For a valid resolution in accordance with the Board of Directors' proposal as per above, the resolution must be supported by shareholders representing at least two thirds of both the votes made and the shares represented at the Annual General Meeting.

#### **Number of shares and votes**

At the time of issuing this notice there were in total 90,854,997 shares and votes in Hoist Finance. The company held, at the time of issuing this notice, 3,432,391 shares in treasury.

#### **Available documents**

The accounts, the auditor's report, the auditor's statement regarding compliance with the guidelines for remuneration to the senior executives, the auditor's statement according to Chapter 20, Section 14 of the Swedish Companies Act and the Board's complete proposals for decisions under items 11, 12 and 15-17 and the Board's statement according to Chapter 18, Section 4 of the Swedish Companies Act will be available to the shareholders at the company's office and at the company's website [www.hoistfinance.com](http://www.hoistfinance.com) no later than Thursday 17 April 2025, and will also be distributed to shareholders who have notified their wish to receive the documents and have informed of their postal address. The documents will also be presented at the Annual General Meeting.

A presentation of all proposed members of the Board of Directors, the Nomination Committee's complete proposals for decisions under item 2 and 14, and the Nomination Committee's motivated opinion regarding proposal for the Board of Directors is available on the company's website, [www.hoistfinance.com](http://www.hoistfinance.com).

#### **Processing of personal data**

For information on how your personal data is processed, see [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

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

**For more information please contact:**

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